

# METROPOLITAN BLACK BAR ASSOCIATION

## BY-LAWS

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### **ARTICLE I**

#### PURPOSE

The purpose of the Metropolitan Black Bar Association (the "Association" or "MBBA") is to provide a forum to advance diversity & inclusion in the legal community and address legal issues affecting the citywide community.

Specifically:

- MBBA advances the progress and enhancement of lawyers, with a focus on Black lawyers and lawyers of color, and building the pipeline of talent for future lawyers.
- MBBA develops jurisprudence and promotes the ethical practice of law.
- MBBA partners with legal societies, governmental agencies, lawyers of other nations, and the public in general to advance its purpose.
- MBBA commits its time, talent, and resources to the community.
- MBBA will do any and all things necessary and proper for the accomplishment of these purposes, to the same extent, and in the same manner as permitted by law.

### **ARTICLE II**

#### MEMBERSHIP AND DUES

A. MEMBERSHIP in the MBBA shall be divided into the following categories:

1. MEMBER. Any person who has been admitted to practice in any State, Territory or District of the United States of America and who either resides or practices in the City or State of New York and is in good standing with the Association, provided that any member who changes their residence or practice location while a member shall continue to hold all the privileges and rights of a member for as long as such member is in good standing with the Association. A member shall be entitled to all the privileges of the Association, including voting, holding office and participating in all capacities on all sections and committees. A Member pays dues on a yearly basis (in an amount determined in accordance with paragraph B of this Article).

2. NON-RESIDENT MEMBER. Any person who has been admitted to practice in any State, Territory or District of the United States of America but who neither resides or practices in the City or State of New York and is in good standing with the Association. Non-resident members shall be entitled to all privileges of the Association except voting and holding office. A Non-Resident Member pays dues on a yearly basis (in an amount determined in accordance with paragraph B of this Article).

3. LAW STUDENTS MEMBER. Students in good standing at an accredited law school of any State, Territory or District of the United States of America and are in good standing with the Association. Student members shall be entitled to all privileges of the Association except voting, holding office or being appointed Chairperson of any committee or section. A Law Student Member pays dues on a yearly basis.

4. ASSOCIATE MEMBER. Any person holding a professional degree, a certification or has at least two years' experience, in the field of legal administration, who is not admitted to practice law before any state or federal court, who either resides or works in the City or State of New York and (a) actively supports the mission of the Association and (b) is in good standing with the Association. Associate Members shall be entitled to all privileges of the Association except voting and holding office. An Associate Member pays dues on a yearly basis.

5. HONORARY MEMBER. A member of the legal profession who is of pre-eminent distinction either in the United States of America or any foreign country or an individual whose accomplishments warrant recognition may be elected to be an honorary member of the Association by an affirmative vote of all Board of Directors present at a meeting of the Board whereat the proposal is made for honorary membership status for that purpose. An Honorary Member does not pay dues.

6. LIFETIME MEMBER. Any person who has been admitted to practice in any State, Territory or District of the United States of America, who either resides or practices in the City or State of New York and is in good standing with the Association. A Lifetime Member shall be entitled to all the privileges of the Association, including voting, holding office and participating in all capacities on all sections and committees, provided that any Lifetime Member who changes his or her residence or practice location while a Lifetime Member shall continue to hold all the privileges and rights of a member for as long as such Lifetime Member is in good standing with the Association. Once a Lifetime Member pays dues, such Lifetime Member shall no longer pay annual dues.

B. DUES. Dues for the various classes (based on year of first admission to the bar of any state) will be set by the Board of Directors. Dues are payable on an annual basis, measured one year from the date such member first joined the Association, except for honorary and lifetime memberships. The Board shall evaluate the dues structure periodically at its discretion but no less frequently than every two years. Dues may be changed by a two-thirds majority vote of the board members present.

C. GOOD STANDING. A member in good standing satisfies the following criteria: (1) paid Association dues and (2) is in good standing with the New York State bar or jurisdiction where barred (excluding law student, honorary and associate

members). Unless otherwise provided in Sections 1 through 6 of paragraph A of this Article, a member in good standing is eligible to vote, be a candidate for office, hold office and participate in all capacities on all sections and committees.

D. SUSPENSION AND EXPULSION. Any member may be suspended by the Board for a period or expelled for cause, including without limitation, for a violation of any of the by-laws of the Association or for conduct prejudicial or detrimental to the interests and/or reputation of the Association or the legal profession. Any such suspension or expulsion or reinstatement or revocation thereof shall require a two-third majority vote of the Board of Directors present at any meeting where such a vote is required.

### **ARTICLE III**

#### **MEETINGS**

A. ANNUAL MEETING. A meeting of the members for the election of officers and board of Directors, the receiving of annual reports of officers, directors and committees, and for the transaction of other business, shall be held annually on any business day of May or June of each year or as determined by the President, in consultation with the Board. The procedure for the conduct of the election is set forth in ARTICLE IV. The Secretary shall e-mail or provide via other written communication meeting notice stating the time and place of the Annual Meeting to every member in good standing.

B. REGULAR MEMBERSHIP MEETINGS. Regular meetings of the Association shall be held at least two times a year; the specific day and time is to be set at the discretion of the President.

C. SPECIAL MEETINGS. Special meetings of the Association may be called by the Board of Directors or at the request of the lesser of fifty (50) members or ten percent (10%) in good standing (the "Requisite Members").

When the special meeting is at the request of the Requisite Members, the Requisite Members must submit notice (hard copy or electronic) signed by all of the Requisite Members, stating the purpose of the meeting. The notice must be sent to the Secretary at least seven business days (and no more than 14 business days) before the monthly Board of Directors meeting. The Board will review the notice to determine if the topic can be resolved by Board action. If it cannot, the Board must allow the special meeting to occur.

The Secretary shall e-mail and provide via other written communication notice of such special meeting setting forth the specific subject of the meeting along with the time, date and place of the meeting to all members of the Association at least seven business days in advance of the date appointed for the special meeting. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all members who are present and entitled to vote at such special meeting.

D. QUORUM. For any meeting identified above, the lesser of 40 members or 10% of members, in good standing and entitled to vote shall be necessary to constitute a quorum for the transaction of business. A lesser number may adjourn the meeting to a date not less than seven or more than twenty-one business days from

the date scheduled by the original notice of meeting, and the Secretary shall e-mail and other written communication a notice of the re-scheduled date to those members who were not present at the meeting originally called. A quorum shall be required at any adjourned meeting.

E. MEMBERSHIP ROLL. A membership roll showing the list of members as of the date that is three business days prior to any meeting of members called pursuant to these By-laws (the "Record Date"), certified by the Secretary of the Association, shall be produced at any meeting of members upon request of any member who has given written notice to the Association that such request will be made at least ten business days prior to such meeting. All persons appearing on such membership roll as of the Record Date shall be entitled to vote at any meeting of the members.

F. PROXIES. Every member who is in good standing may authorize another member to act for him or her by proxy except at the Annual meeting. The proxy must be in the written form provided by the Association, signed and dated by the both the non-attending member and his or her proxy, and delivered to the Secretary on or before the meeting day. No proxy shall be valid after the meeting for which the proxy was provided. Every proxy shall be revocable at the pleasure of the member executing it at any time up until the vote governed by such proxy is cast.

G. PARLIAMENTARY AUTHORITY. ROBERT'S RULES OF ORDER, as amended from time to time, shall be the guideline of this Association in all of its deliberations, except in the event of any conflict between it and the Constitution and/or the By-laws of this Association in which case the Association, Constitution and/or By-laws shall govern.

#### **ARTICLE IV**

##### **NOMINATIONS AND ELECTIONS**

###### **A. NOMINATIONS.**

###### **1. NOMINATIONS COMMITTEE.**

a. **FORMAT.** The Nominations Committee shall consist of five members appointed by the President. No more than two of the five persons selected may be current members of the Board of Directors or Officers of the Association. Three persons shall constitute a quorum. No person may serve on the Nominations Committee for more than five successive years. Notwithstanding the foregoing, nothing shall preclude a member from being re-appointed to the Nominations Committee following a one-year hiatus from such five-year service.

b. **FORMATION.** The President shall select the Nominations Committee members and submit their names to the Board of Directors for approval no later than the April board meeting. Any vacancies that arise on the Nominations Committee shall be filled by the President subject to approval of the Board of Directors.

###### **2. PROCEDURE OF THE NOMINATIONS COMMITTEE.**

a. The Nominations Committee shall give written notice to all regular members in good standing that applications for nomination as a candidate for position as one of the officers of the Association or as a member of the Board of Directors will be accepted. The notice shall also inform the members of the requirement to

submit an application including a form provided by the Nominations Committee, biography, resume and statement of interest.

b. The Committee shall complete its work by the Board meeting that precedes the Association's Annual Meeting. The Committee shall submit its report to the Secretary for distribution to the Board and membership.

c. At least one and no more than two members shall be nominated for each of the following officer positions:

PRESIDENT

PRESIDENT-ELECT

VICE PRESIDENT - FINANCE

VICE PRESIDENT - MEMBERSHIP

VICE PRESIDENT - PROGRAMMING

SECRETARY

TREASURER

d. Except as specified below, at least one person shall be nominated for each of the following board positions:

- BOARD MEMBER - BROOKLYN
- BOARD MEMBER - BRONX
- BOARD MEMBER - MANHATTAN
- BOARD MEMBER - QUEENS
- BOARD MEMBER - STATEN ISLAND

e. At least five and no more than 16 members (including at least one member from the Bronx) shall be nominated for the seven AT LARGE MEMBERS OF THE BOARD OF DIRECTORS.

f. No member is eligible to be a candidate for more than one office at a time. Nor shall a person be eligible to be a candidate if that person is not a member in good standing by January 31. If, however, no candidate applications are submitted for a particular position by the deadline to submit applications for positions, the Nominations Committee shall ask the Secretary to e-mail and other written communication to the members a request for applications and extend the deadline for applications.

g. The list of candidates chosen by the Nominations Committee shall be included with the notice of the Annual membership meeting. Notice shall also be included as to the possibility of an independent nomination and the procedure outlined in section 3 of this Article.

3. INDEPENDENT NOMINATIONS. Independent nominations must be in writing which contains the information called for in section 2.a. above, and endorsed by at least 15 members. Such independent nominations must e-mailed or submitted via any other written communication to the Secretary no later than seven business

days after the Nominations Committee submits its report to the Board. The Secretary shall make a list of such independent nominations and then forward them to the Nominations Committee for inclusion in its report and for the names to be put on the ballot if the nominations have been properly made.

4. Should any nominee decline to serve following his or her nomination, the Nominations Committee shall nominate a candidate for the vacancy from the remaining applicants or the Nominations Committee shall ask the Secretary to e-mail and thru other written communication to the members a request for applications. The name or names of said added nominee or nominees may be added to ballots.

5. No person shall be nominated for any office unless in accordance with the foregoing procedures.

#### B. ELECTION.

1. BALLOTS. The Nominations Committee shall prepare ballots for the Annual Meeting containing the names of all the candidates it selected and, if applicable, the names of such members who may have had their names submitted by independent nomination as provided in section A.3. above. The ballots should be submitted to the Secretary for distribution.

2. REPORT OF NOMINATIONS COMMITTEE. At the Annual Meeting, the chairperson of the Nominations Committee, or another member of the Nominations Committee, shall give its final report, which shall contain the names of independent nominees, if any. The final report shall also contain a short statement as to the qualifications of each person it has selected and, from the information furnished on their applications, as to the independent nominees as well. The names selected by the Nominations Committee shall be deemed placed in nomination at the Annual Meeting and no motion shall be necessary to place those names in nomination.

3. CONDUCT OF ELECTION. The Nominations Committee shall conduct the election. The Chairperson of the Nominations Committee, or his or her designee, shall choose two Inspectors of Election. The Inspectors shall determine from the Membership Roll, certified by the Secretary, the members present in good standing at the time of the Annual Meeting who are entitled to vote at the Annual Meeting and therefore eligible to receive a ballot. The Inspectors shall make sure that the procedure for determining members' eligibility is followed. Inspectors shall also determine any questions with respect to disputed ballots and shall count the ballots, certify the results to the Chairperson of the Nominations Committee, or his or her designee, and turn the ballots over to the Secretary who shall hold them until it is determined that there is no need for a recount.

#### 4. VOTING.

a. All officers, except President, shall be elected by a single vote applicable to each office. A majority of the votes cast during the election for each of the designated offices shall be necessary for election to the particular office. If there is a tie vote, there shall be a runoff election between the two or more persons receiving the highest votes. The runoff can take place either at the same meeting or at the next membership meeting. The member elected President-Elect shall become President at the expiration of the current President's term.

b. The candidate for positions on the Board of Directors receiving the highest number of votes shall be elected to those positions. In the event of a tie vote for positions on the Board of Directors, which affects the filling of the required number of vacancies, a runoff election among those nominees shall be held. The runoff can take place either at the same meeting or at the next membership meeting.

c. Only Members and Lifetime Members are eligible to vote.

d. If there is a contest for any position, or positions, voting shall be by secret ballot. If there are no contested positions at the Annual Meeting, the election may be by voice vote.

## **ARTICLE V**

### BOARD OF DIRECTORS

A. GENERAL POWERS. The Board of Directors shall be charged with the general management of the affairs of the Association, in addition to such powers as are specifically conferred upon it by the Constitution, By-Laws or by operation of law, and may make such resolutions as it deems advisable, not inconsistent with the Constitution, these By-Laws or statutes. Without limiting the foregoing, the Board of Directors shall establish the policy of the Association, appoint a Board Chair and General Counsel of the Association, consider and adopt an annual budget each year, and shall have all rights and responsibilities of members, including, but not limited to, the right to vote at membership meetings.

B. QUALIFICATIONS. Only members in good standing may be nominated and elected to, or remain a member of, the Board of Directors. No member shall be eligible for re-election until one year after the expiration of two terms of office on the Board of Directors. No member of the Board of Directors may serve concurrently as an officer of the Association.

C. ELECTION. Subject to section G below, the Board shall determine the number of directors to be elected at each annual meeting.

D. VACANCY. Vacancies in the Board of Directors arising from any cause other than the expiration of a term may be filled by vote of a majority of the directors then in office upon recommendation of a candidate for said vacancy by the Nominations Committee. A director appointed to fill a vacancy shall hold office until the next Annual Meeting at which the election of directors is in the regular order of business. Nothing in the preceding sentence shall prevent any such director appointed to fill a vacancy from being elected at the Annual Meeting to continue serving on the Board of Directors.

E. REMOVAL. Any director may be removed for cause at any time by a majority vote of the members at a membership meeting. A director may also be removed upon 2/3 vote of the Board of Directors at any meeting. The director who is the subject of the vote shall not be entitled to a vote on the issue of his/her removal. Should any member of the Board absent himself or herself unreasonably from three successive meetings of the Board without sending e-mail and other written communication stating the reason for the absence to the President or the Secretary, his or her seat on the Board may be declared vacant by the President

or by a two-thirds vote of the board of directors and the vacancy shall be filled as provided herein.

F. MEETINGS. Regular meetings of the Board of Directors shall be held monthly on a day and time decided by the Board. Special meetings may be called by at least six members of the Board of Directors. A director or officer may participate in a regular meeting or special meeting virtually or in person. The President shall preside at all meetings of the Board of Directors, except that the President may delegate such authority to the President-Elect in the absence of the President.

G. NUMBER & QUORUM. The Association shall have no fewer than 12 and no more than 40 Board member positions. The Board shall determine the number of Board Member positions eligible for election at any time, as the Board sees fit in its sole discretion. There shall be at least five Borough specific Board of Director members and at least seven Board of Directors at Large (including at least one member from the Bronx). Each board member shall serve a term of three-years. For purposes of transition, the first board member from each Borough whose term ends, shall be deemed to be the Borough specific member for such Borough and replaced by a Borough specific member from the same Borough. The second Board member from any Borough, whose term ends, shall be deemed to be an at large Board member and replaced in a manner consistent with the at-Large Board requirements. One third of the members of the Board of Directors shall constitute a quorum. Absent such quorum, no meeting of the Board shall be considered duly constituted and the presiding Director shall adjourn such meeting.

H. COMPOSITION OF THE BOARD. The Board shall consist of at least five Board Members representing each borough, at least seven Board members at large, all the officers as ex-officio (voting members), and a General Counsel (a non-voting member). The General Counsel shall be the Association's chief legal advisor, responsible for overseeing the Association's legal matters.

## **ARTICLE VI**

### **OFFICERS**

A. TITLE & QUALIFICATIONS. The officers of the Association shall be the President; President-Elect; Vice President - Finance; Vice President - Membership; Vice President - Programming; Treasurer, General Counsel, and Secretary. A candidate for the Office of President or President-Elect must be no less than two years as a member of this organization in order to qualify to run for these offices. A candidate for all the offices must be a member in good standing to be qualified to serve as an officer in the Association.

B. TERM. The term of office for the President and President-Elect shall be limited to two years commencing July 1 of each elected year and end at the successive term beginning July 1 of the next year. The other officers shall serve two years with the option to serve an additional year. No officer may hold more than one office during the term, nor be an elected member of the Board of Directors while holding office. No officer shall be eligible for, nor serve, more than three consecutive terms in the same office. The term of office for each officer shall be one year commencing on July 1 of the year elected

C. DUTIES OF OFFICERS.

1. PRESIDENT. The President shall serve as the chief executive officer of the Association and shall exercise the powers and perform the duties assigned to that office by these By-laws, and, subject to the Constitution and By-laws and under the direction of the Board of Directors, shall generally supervise and coordinate the management of the affairs of the Association, enforcing observance of the Association's Constitution and By-laws. Specific duties include, without limitation:

- preside over all meetings of the Association;
- appoint the chairs of each committee of the Association;
- establish special committees as needed;
- appoint such special assistants and/or non-paid consultants as deemed necessary and appropriate;
- supervise and see to the coordination of the various activities of the officers and committees;
- make sure that the President-Elect is shown all the Association's procedures and equipment so that he or she will have a complete picture of how the organization functions;
- be an ex-officio member of all committees without the power to vote unless already a member of such committee; the President, however, is a member of the Nominations Committee;
- give a written annual report on the state of the Association at the Annual Meeting, and
- generally perform such other duties as may be required for the best interests of the Association.

2. PRESIDENT-ELECT. The President-Elect shall perform such duties as the President and the Board of Directors may assign, and except as otherwise provided, the duties of the President when the President is disabled from performing such duties or absent from meetings at which he/she would preside. The President-Elect shall succeed to the office of the President at the conclusion of the Annual Meeting following the meeting at which he/she is elected.

The President Elect shall serve as the liaison between the President and the Chairs of the Standing Committees. The President-Elect shall have fiscal authority, including the authority to sign the Association's checks, to the extent that such authority is delegated by the President.

The President-Elect shall serve as the liaison between the Association and its charitable arm, Friends of the MBBA.

3. VICE PRESIDENTS. There shall be three Vice Presidents who, in addition to the particular duties specified below, shall perform such duties as may be assigned to them by the President or by the Board of Directors.

a. VICE PRESIDENT - FINANCE. The Vice President for Finance shall be responsible for locating sources of money for the capital and organizational needs of the Association. The Vice President for Finance should coordinate his or her efforts with those fund raising committees such as the annual Gala, Continuing Legal Education and the Activities Committee's miscellaneous fund raising social activities. The Vice

President for Finance and the Treasurer shall work together in the raising of funds and any disputes that may arise as to how these activities are to be coordinated are to be decided by means of the procedures set forth in Article VII, B. f. In the case of the death, absence, inability or refusal to act of the Treasurer, the Vice President for Finance shall perform the duties of the Treasurer. The Vice-President shall also serve as the liaison between the Association and its charitable arm, Friends of the MBBA.

b. VICE PRESIDENT - MEMBERSHIP. The Vice President for Membership shall be responsible for encouraging eligible members of the profession in becoming members of the Association; recommending programs and procedures for encouraging law students in becoming associate members of the Association; for developing programs and procedures whereby new members will be encouraged to participate fully in the activities of the Association; keeping record of, and certifying to the Secretary, those members who are in financial good standing and eligible to vote; and for developing programs and procedures for the benefit of the members, both professionally and personally.

c. VICE PRESIDENT - PROGRAMMING. The Vice President for Programming shall be responsible for organizing and executing the programming agenda of the President and coordinating other programming proposed by any of the sections and Board members as well as work with the other officers in the coordination of social and fund-raising activities.

3. SECRETARY. The Secretary shall be the official recordkeeper for the Association and specifically responsible for:

- directing the communication of the Association;
- maintaining the Association's papers, correspondence, and reports of the various officers and committees the Association;
- keeping a record and minutes of the proceedings of the Association and of such other matters as may be directed by the Association to be placed in its files;
- keeping the corporate seal;
- keeping an accurate roll of the members of the Association;
- notifying officers, members of the board of directors or members of committees of their election or appointment;
- keeping a record of the attendance for each and every meeting of the Board of Directors and of the Association, and, in coordination with the membership committee and the Treasurer, notifying members who have become delinquent in paying their dues and removing such members from the rolls if they do not cure the delinquency in the proper time; and
- preparing notices of all meetings after working with the President as to the Agenda, with general membership notices being communicated.

5. TREASURER. The Treasurer shall be responsible for the receipt, care, and disbursement of the Associations funds, and specifically:

- the overall financial condition of the Association;

- collecting the dues and other monies payable to the Association from whatsoever source, and, under the direction of the Board of Directors and the President, disbursing the funds of the Association;
- keeping regular accounts in books of the Association;
- request the President to appoint an assistant Treasurer in the discharge of his or her duties, including, but not limited to having fiscal authority, including the authority to sign the Association's checks, to the extent that such authority is delegated by the Treasurer;
- making payments only upon the authorization of the President for amounts up to \$1000.00 and by the Board of Directors for amounts over \$1000.00;
- making financial reports on the status of the Association at Board of Directors meetings and at such other times as the President should request as well as the annual report at the May meeting;
- working with the Vice President for Finance on the raising of funds; and,
- making the financial records available for the audit by the Board of Directors or a special committee created for such purpose.

D. ANNUAL REPORTS. All officers shall prepare and present a written report to the Association, at its Annual Meeting in May, of the year's activities of their respective offices and the committees for which they serve as liaison officer.

E. TURN OVER OF RECORDS. Within 30 days of the completion of their term of office, all officers shall turn over to their successors all records and equipment which belongs to the Association and is in their possession or control.

F. REMOVAL FOR CAUSE. Any officer may be removed for cause by a two-third vote of the directors present at a meeting of the Board, provided that at least fifteen days written notice of the proposed action to remove shall have been given to the Board and the officer.

## **ARTICLE VII**

### COMMITTEES

#### A. GENERAL PROVISIONS APPLICABLE TO COMMITTEES.

Unless otherwise provided in the Constitution or By-laws or in the authority creating any committee, the following provisions shall apply to all committees of the Association.

1. COMMITTEE YEAR. The committee year shall run from July 1 through June 30, but the chair and members whose terms expire shall continue in office until their respective successors are appointed and have qualified.
2. ORGANIZATION. Each committee shall meet and organize within such time as the President may direct, but in any event not later than September 30, and upon organization shall so e-mail and provide via other written communication to the President and Vice President of Programming.
3. PROCEDURE AT COMMITTEE MEETINGS. Each committee may fix its own time and place of meeting and regulate its procedure, consistent with the Constitution and By-Laws, and subject to review by the Board of Directors

or the President. Each committee shall keep such record of the attendance and proceedings at its meetings and transmit to the Secretary and Vice President of Programming.

4. BUDGET AND FINANCIAL STATEMENTS. On or before May 1 of each year, each committee shall transmit to the Budget Committee an estimate, itemized in such detail as the Treasurer may require, of its projected expenses during the next ensuing fiscal year and an itemized statement of all outstanding liabilities, if any, incurred by such committee. The chair of any committee may at any time make application to the officer who is liaison for that committee for appropriation of funds for the work of the committee. The committee shall have authority to incur any indebtedness or pecuniary obligations to the extent approved by the Board in the Association's budget.

5. REPORTS. At such time as the President, Board of Directors or the Association may direct, each committee shall make periodic reports to the Board or Association. All committees are required to make an annual report in writing summarizing its activities and proceedings since its last previous annual report (except such matters as by law or these By-Laws are required to be kept confidential), and making any suggestions it deems appropriate as to its powers, duties or activities. Such report shall be submitted to the Vice President of Programming and Secretary.

#### B. COORDINATION OF COMMITTEE ACTION.

Notwithstanding any other provisions of these By-Laws, all committees are subject to the following provisions:

1. ASSOCIATION DIRECTION. Committees shall be subject at all times to such direction as may be given by the President, or at any meeting of the Board of Directors or special meeting of the members with respect to any action taken or proposed to be taken on behalf of the Association. To that end, any proposed action is to be discussed with the appropriate President-Elect who will, if he or she deems the proposal meritorious, submit it to the President for approval.

2. ACTION ON ASSOCIATION BEHALF. No committee shall commit the Association or take action on its behalf unless the procedure in 1. above is followed or if it is in conflict with any action previously taken at a meeting of the members until the proposed action is considered and approved at a meeting of the members.

3. FUNDRAISING. Any fundraising activity that committee plans to conduct on behalf of the Association must be approved by the President and Board of Directors.

#### C. STANDING COMMITTEES DEFINED.

All standing committees shall have at least three members.

1. BUDGET. Committee prepares the yearly budget for the Association and the various other committees, and, assists the Treasurer with his or her

financial reports. The Treasurer shall be chair of the Budget Committee and the Vice President of Finance shall be a member of this committee.

2. FINANCE. Committee is responsible for: identifying and obtaining grants, both public and private; assisting other committees with money making projects; and in the development of subsidiary organizations whose tax status can attract donations, such as the Friends of MBBA. The Vice President of Finance shall chair this committee. The Treasurer shall be a member of this committee.

3. MEMBERSHIP. Committee is to formulate and coordinate programs for recruiting and reenlisting eligible members of the profession into the Association and for developing membership benefits. The Vice President of Membership shall be a member of this committee.

4. PROGRAM. Committee is responsible for developing programming and coordinating programs developed by the sections. The Vice President of Programming shall be the chair of this committee.

5. JUDICIAL SELECTION. Committee is responsible for establishing criteria for judging the qualifications of judicial candidates; contacting, coordinating and holding interviews of the prospective candidates; and, e-mail and provide via other written communication the results of its findings.

6. LEGISLATION. Committee is responsible for looking over pending legislation for items which it thinks will have impact on the members of the Association or its natural constituency, and, after bringing the items and its recommendations before the Board and the Association, taking such action as the Board or the Association deems proper.

7. NOMINATIONS. Committee responsibilities are identified in Article IV.

8. COMMUNITY SERVICE. Committee shall develop programming for educating the public about legal matters. The Committee shall be chaired by any Board Member at Large charged with directing the Association's community service activities.

## **ARTICLE VIII**

### SECTIONS

#### A. GENERAL PROVISIONS APPLICABLE TO SECTIONS.

The Association shall have sections that will be responsible for exploring the various areas of the law and expected to report to the Board any knowledge acquired. The sections shall work with the Programming Committee in the development of Association programming.

The sections shall be created at the recommendation of the President and approval of the Board of Directors.

Notwithstanding any other provisions of these By-Laws, all committees are subject to the following provisions:

1. SECTION YEAR. The section year shall run from July 1 through June 30, but the chair and members whose terms expire shall continue in office until their respective successors are appointed and have qualified.
2. ORGANIZATION. Each section shall meet and organize within such time as the President may direct, but in any event not later than September 30, and upon organization shall so notify the Vice President of Programming.
3. PROCEDURE AT SECTION MEETINGS. Each section may fix its own time and place of meeting and regulate its procedure, consistent with the Constitution and By-Laws, and subject to review by the Board of Directors or the Association. Each section shall keep such record of the attendance and proceedings at its meeting as its chair deems appropriate.
4. BUDGET AND FINANCIAL STATEMENTS. On or before May 1 of each year, each section shall transmit to the Budget Committee an estimate, itemized in such detail as the Treasurer may require, of its projected expenses during the next ensuing fiscal year and an itemized statement of all outstanding liabilities, if any, incurred by such committee. The chair of any committee may at any time make application to the officer who is liaison for that committee for appropriation of funds for the work of the section. A section shall have authority to incur any indebtedness or pecuniary obligations to the extent approved by the Board in the Association's budget.
5. REPORTS. At such time as the President, Board of Directors or the Association may direct, each committee shall make periodic reports to the Board or Association. All committees are required to make an annual report in writing summarizing its activities and proceedings since its last previous annual report (except such matters as by law or these By-Laws are required to be kept confidential), and making any suggestions it deems appropriate as to its powers, duties or activities. Such report shall be submitted to the Vice President of Programming and Secretary.

#### B. COORDINATION OF SECTION ACTION.

Notwithstanding any other provisions of these By-Laws, all sections are subject to the following provisions:

1. ASSOCIATION DIRECTION. Sections shall be subject at all times to such direction as may be given by the President, or at any meeting of the Board of Directors or special meeting of the members with respect to any action taken or proposed to be taken on behalf of the Association. To that end, any proposed action is to be discussed with the appropriate President-Elect who will, if he or she deems the proposal meritorious, submit it to the President for approval.
2. ACTION ON ASSOCIATION BEHALF. No section shall commit the Association or take action on its behalf unless the procedure in 1. above is followed or if it is in conflict with any action previously taken at a meeting of the members until the proposed action is considered and approved at a meeting of the members.

3. FUNDRAISING. Any fundraising activity that sections plans to conduct on behalf of the Association must be approved by the President and Board of Directors.

## **ARTICLE IX**

### AMENDMENTS

These By-Laws may be amended, altered in whole or in part or repealed by a majority vote of those regular members in good standing on the Record Date established for any such meeting for which proper written notice of the proposed amendment shall have been included in the notice of the meeting together with the text of the proposed amendment or alteration. The notice must be given at least 30 days before the meeting. Unless the Board of Directors otherwise directs, no notice of a proposed amendment or alteration of the By-Laws shall be included in the notice of a meeting unless notice in writing of the proposed amendment shall have been given to the Board of Directors at least 15 days prior to the giving of the notice.