

Bar Association of Frederick County Bylaws

ARTICLE I Name of Association and Scope of Bylaws

Section 1. This Association shall be known as “The Bar Association of Frederick County, Maryland, Inc.” and shall operate in a manner consistent with the provisions of these Bylaws and the Association’s non-profit corporation status under the laws of Maryland.

Section 2. These Bylaws shall serve as the sole governing rules of the Association and shall be binding upon all members.

ARTICLE II Purposes of the Association

The purposes of this Association are to promote and advance the science of jurisprudence, to facilitate the administration of justice, to uphold the standards of integrity, honor and courtesy in the legal profession, to encourage legal education, to cultivate a spirit of cordiality and respect among the members of the Bar and judiciary, and to foster a better understanding of the American legal system among the general public.

ARTICLE III Membership

Section 1. Membership classifications in this Association shall be as follows:

(a) Active Members. "Active Member" means an attorney who:

- (i) has made application for membership in accordance with the requirements of these By-Laws;
- (ii) has received the affirmative vote of a majority of those members eligible to vote at any properly called meeting at which a quorum is present;
- (iii) has paid the membership dues in accordance herewith;
- (iv) is a member of the Bar of the Court of Appeals of Maryland; and
- (v) (a) maintains an office and practices law in Frederick County, or (b) is employed in Frederick County as legal counsel to any business, charity, governmental body, or other entity which maintains an office in Frederick County, or (c) is a retired attorney who has been an Active Member for five (5) years prior to such retirement, or (d) is a sitting judge of the Circuit Court for Frederick County, Maryland, District Court for Frederick County, Maryland, Domestic Relations Master for the Circuit Court for Frederick County, Maryland, or (e) has previously been an Active Member of the Association and is currently a judge of the Court of Appeals of Maryland, or the Court of Special Appeals of Maryland, or any Federal Court, or (f) is any other judge nominated by the unanimous vote of the Executive Committee.

(b) Associate Members. "Associate Member " means an attorney who: (i) has made application for membership in accordance with the requirements of these By-Laws; (ii) has received the affirmative vote of a majority of those members eligible to vote at any properly called meeting at which a quorum is present; (iii) has paid the membership dues in accordance herewith; (iv) is a member of the Bar of any state, district, or territory of the United States, and (v) is not eligible for membership in the Association under any other membership category.

Associate Members shall enjoy all of the rights and privileges of Active Members, except that no Associate Member shall: (i) have the right to vote, (ii) be eligible to hold office in the Association, (iii) be eligible to be a member of the Judicial Selections Committee, or (iv) be eligible to hold the position of chairperson of any committee.

(c) Honorary Members. "Honorary Member " means an attorney who: (i) is a member of the Bar of the Court of Appeals of Maryland; (ii) has been engaged in the practice of law for at least thirty-five (35) years; and (iii) is nominated by the Executive Committee as an Honorary Member. Honorary Members shall enjoy all of the privileges of an Active Member. The obligation to pay dues to the Association shall be waived for all Honorary Members.

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Section 2. Application for Membership

Application for Membership in this Association shall be made on forms prescribed by the Executive Committee with the approval of the voting members, which forms at a minimum shall include the name, signature, and certification of at least one (1) Active Member and/or Honorary Member in good standing that the applicant qualifies for the category of membership requested. Membership applications shall be reviewed promptly upon receipt by the Executive Committee for conformity with the provisions of these Bylaws. The Executive Committee shall make such investigation as it deems necessary and recommend qualified applicants for membership. Qualified applicants shall be considered for membership in the Association by the voting membership at its next regular meeting. In order for the applicant to be considered for membership at such regular meeting, the applicant and his/her sponsor or sponsor's proxy must both be present at the meeting. The affirmative vote of a majority of those present, voting and constituting a quorum shall be necessary to admit an applicant to membership. Upon admission to membership, the new member's name will be published in the next Association newsletter. Newly admitted Active and Associate Members shall pay all dues and assessments as billed by the Association. The initial membership application fee shall be waived for newly admitted members of the Maryland Bar, provided the newly admitted member of the Maryland Bar applies for membership in this Association within one year after which he/she is admitted to the Maryland Bar.

Section 3. Certification and Reclassification.

- (a) Members shall certify to the accuracy of their current membership classification and/or may apply for reclassification on an annual basis and upon the payment of dues on forms prepared by the Executive Committee.
- (b) The Executive Committee may reclassify a member at any time, in accordance with the provisions of this Article.

Section 4. Expulsion and Suspension.

- (a) Disbarment by the Maryland Court of Appeals shall automatically terminate membership in this Association.
- (b) Any member expelled from the Association shall forfeit all rights and privileges of membership.
- (c) Any member expelled from the Association by reason of disbarment may apply for reinstatement in this Association after such member is reinstated to practice in all jurisdictions from which such member was previously disbarred. If the expulsion from the Association was by reason other than disbarment, the former member may reapply for membership at any time after the expiration of one (1) year following such expulsion, and may be reinstated by a majority vote of the Association, upon payment of all intervening dues and assessments.
- (d) Suspension from the practice of law by the Maryland Court of Appeals shall automatically suspend membership in the Association until reinstatement.

Section 5. Dues

- (a) Annual dues for both Active and Associate Members shall be established from time to time by membership vote.
- (b) The Treasurer shall send statements of dues to all Active and Associate Members on or before January 1 of each year; and shall send notices to all Active and Associate Members whose dues have not been paid before April 1 of each year. Any Active or Associate Member whose dues remain in arrears on June 1 of any year shall thereupon be terminated from membership in the Association by resolution of the Executive Committee. Any Active or Associate Member so terminated shall be eligible for readmission after six (6) months upon the same conditions as new applicants for membership, provided that payment of all dues and assessments in arrears are paid for the period for which the Active or Associate Member was terminated from membership.

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(c) The Association by a two-thirds (2/3) vote of those Active Members present and voting at any meeting, may impose an assessment on all members, provided that at least ten (10) days' prior notice of the proposed assessment has been sent to all members. Such notice shall specify the amount of the proposed assessment and the date the same shall become due. Upon imposition of an assessment, the Treasurer shall send statements therefore to all members. The Treasurer shall notify any member three (3) months or more in arrears. Any member who has not paid such assessment within nine (9) months of its due date may be terminated from membership by resolution of the Executive Committee.

Section 6. Meetings

The Association shall conduct an annual meeting and may conduct such regular and special meetings at such times during the year as the Executive Committee may by resolution direct in accordance with the following:

(a) The annual meeting of the Association shall be held on the last Monday in January of each year (or at any other time in the month of January as the Executive Committee may determine by sending written notice to the Active, Honorary, and Associate Members of the Association not less than thirty (30) days prior to the date set for such annual meeting). At the annual meeting the President shall:

(i) report on the status of the Association; and

(ii) announce the slate of nominees for the officer positions and, after the election of officers selected in accordance with these Bylaws, announce the results of the election of officers.

The members may conduct such other business as may be properly brought before an annual meeting of a corporation as is permitted in accordance with Maryland law.

(b) Regular meetings of the Association shall be held on the first Tuesday of every calendar month (or on the second Tuesday if such first Tuesday shall fall on a holiday) (provided however that regular meetings may be held at such other times as the Executive Committee may direct by resolution after sending written notice thereof to all Active, Honorary and Associate Members of the Association not less than ten (10) days prior to the date set for such meeting).

(c) Special meetings of the members for any purpose or purposes may be called at any time by the Executive Committee or by not less than twenty-five percent (25%) of the Active and Honorary Members upon written request delivered to the Secretary of the Association. Such request shall state the purpose or purposes of the special meeting.

(d) Written notice of every special meeting of the members (or of every annual meeting or regular meeting if called on a date other than that date which is set forth herein), specifying the place, date and hour and the general nature of the business to be conducted at the meeting, shall be served upon or mailed, postage prepaid, at least ten (10) days prior to the meeting, unless a greater period of notice is required by statute, to each Active, Honorary and Associate Member. Upon receipt of a request for a special meeting by not less than twenty-five percent (25%) of the Active and Honorary Members the Secretary shall fix the place date and time of said meeting which shall take place not more than twenty-one (21) days after receipt of such request. If the Secretary fails to establish the place, date and time of such meeting within five (5) business days after the request for the same, the members so requesting may establish the same and issue said notice.

Section 7. Quorum

(a) Thirty (30) Active Members or Honorary Members present at any meeting called after proper notice shall constitute a quorum.

(b) All matters to be decided at a duly constituted meeting of the Association shall be by majority vote of those Active Members and Honorary Members present in person, except as otherwise provided herein.

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ARTICLE IV Officers and Directors

Section 1.

The Officers of the Association shall consist of the following: Past President, President, President-Elect, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer. All Officers shall be elected at the annual meeting and hold office until the next annual meeting of the Association and until their successors are elected. A majority of votes cast of those Active and Honorary Members present at such annual meeting shall be necessary for the election of officers.

Section 2.

(a) President: The President shall preside at all meetings of the Association, shall serve as Chairman of the Executive Committee, and shall be an ex officio member of all committees of the Association. At the annual meeting, the President shall report to the Association on its progress and status. No member may serve as President of the Association for more than one (1) complete consecutive term.

(b) President-Elect: The President-Elect shall assume all duties of the President in the absence of the President, and shall automatically succeed to the office of President upon the death, resignation, disability or completion of the term of the President. All Active Members and Honorary Members shall be eligible for the office of President-Elect.

(c) Secretary: The Secretary shall maintain accurate minutes of the proceedings of the Association and of the Executive Committee and perform the usual duties of the office.

(d) Treasurer: The Treasurer shall be responsible for the collection and depositing of funds in the name of the Association in such banks or other financial institutions as the Executive Committee shall select, and shall be responsible for the disbursement and/or withdrawal of the same by order of the Executive Committee, reporting at Regular Association Meetings, and for keeping regular accounts of income and disbursements, which shall be open to inspection by any member of the Executive Committee. The Treasurer shall submit to the Executive Committee not later than ninety (90) days prior to the end of the term of such office, a proposed budget for the forthcoming fiscal year of the Association. The Treasurer shall periodically advise the Executive Committee of the financial responsibility of the membership and any delinquencies in dues and accrued assessments. The Treasurer shall further be responsible for the filing of tax returns for the Association.

(e) Assistant Secretary: The Assistant Secretary shall assist the Secretary and shall have such other duties as shall be assigned by the Executive Committee from time to time.

(f) Assistant Treasurer: The Assistant Treasurer shall assist the Treasurer and shall have such other duties as shall be assigned by the Executive Committee from time to time.

Section 3. Executive Committee.

(a) The Executive Committee shall be composed of the following: Past President, President, President-Elect, Secretary, Treasurer, Assistant Secretary and Assistant Treasurer. For all purposes herein and as set forth in the Articles of Incorporation or as required by statute, the Executive Committee shall constitute the Board of Directors of the Association and any and all acts of the Executive Committee shall constitute the acts of the Board of Directors. At any meeting of the Executive Committee, a majority of the members of the Executive Committee shall constitute a quorum.

(b) Duties. The Executive Committee shall manage the affairs of the Association subject to these Bylaws. It may establish its own rules concerning the time, place and notice of meetings of the Association. The Executive Committee shall approve the expenditure of all sums from the Associations' funds, and shall approve, with or without modification, the budget proposed by the Treasurer, which it shall communicate to the membership. The Executive Committee may employ an Executive Director and Staff and delegate, by resolution, such managerial duties as it deems appropriate. All such

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employment shall be at the will of the Executive Committee.

(c) Term Limits. Except for the Past President, President and President-Elect, all members of the Executive Committee may serve more than one (1) consecutive term in office at the will of the Association.

(d) Vacancies. In the event of a vacancy in any of the foregoing offices due to resignation, disqualification, disability or death, said vacancy shall be filled by such person as is elected by the remainder of the Executive Committee, as soon as practicable following the occurrence and said officer shall serve for the unexpired portion of the predecessor's term. The Executive Committee may charge the Nominating Committee with recommending qualified members for such purpose. This provision shall not apply to the office of President unless there is no President-Elect.

(e) Meetings. Meetings of the Executive Committee shall be called by the President. If practicable, written notice of every meeting, specifying the place, date and hour and the general nature of the business to be conducted at the meeting, shall be served upon or mailed Members, postage prepaid, at least ten (10) days prior to the meeting. An announcement of such meeting in the Association's newsletter in advance of such meeting may serve as notice of said meeting.

ARTICLE V Committees

Section 1. Standing Committees.

(a) The following shall constitute the standing committees of the Association:

Alternative Dispute Resolution

Bylaws

Entertainment

Judicial Selection

Legislative

Nominating

(b) As soon as practicable upon taking office, the President shall designate one or more members of each standing committee to be the chairperson or chairpersons of that committee.

Section 2. Special and Ad hoc Committees

The President or the members by majority vote may establish such special committees as may be from time to time necessary to the proper functioning of the Association. There may be such other ad hoc committees and sections as the Executive Committee shall from time to time establish by resolution.

Section 3.

The Alternative Dispute Resolution Committee shall promote the availability of alternative means to resolving disputes.

Section 4.

The Bylaws Committee shall periodically review and analyze the Bylaws of the Bar Association of Frederick County, Maryland, and to suggest improvements thereto as the committee may deem advisable.

Section 5.

The Entertainment Committee shall promote good fellowship among the members of the bench and Bar of Frederick County by instituting and managing social and entertainment events, subject to the approval of the Executive Committee.

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Section 6.

The Judicial Selections Committee may recommend the appointment of qualified applicants for the judiciary to the applicable Judicial Nominating Commission in accordance with Article VI of these Bylaws.

Section 7.

The Legislative Committee shall take notice of all pending and proposed legislation proposing innovations to, or changes in, the law and to consider and report to this Association such action as a majority of the committee shall believe should be taken by the Association with respect to such pending legislation. It may refer any items of pending or proposed legislation to any other Standing Committee or Section of the Association for its duty and recommendations.

Section 8.

The Nominating Committee shall be comprised of the President, Past President and two additional members selected by the Past President. The Committee shall consider and recommend to the membership qualified members to serve as officers of the Association or to fill vacancies occurring in said offices from time to time. The Committee shall make its recommendations to the Executive Committee not less than thirty (30) days in advance of the Annual Meeting or in the event of a vacancy, then promptly after having been notified of the same.

ARTICLE VI Appointments to Trial Courts Judicial Nominating Commission

Pursuant to Executive Order, the President of the Association is required every four years to submit the names of persons to the Governor for appointment to the Trial Courts Judicial Nominating Commission. The process for the President to follow in that regard shall be as follows:

- (1) Once the President of the Association receives the request from the Governor for the submission of persons for appointment to the Trial Courts Judicial Nominating Commission, the President shall inform the membership to allow each member a reasonable period of time to respond as to whether he/she wants to be considered as candidate for one of the four (4) positions. An e-mail notification to the membership constitutes sufficient notice.
- (2) Once the aforementioned period for the membership to respond has expired, the Executive Committee shall meet to discuss the qualifications of the candidates and vote by secret ballot to select the names of the members to submit to the Governor for appointment. The names of the members receiving the most votes by secret ballot shall be submitted for appointment. To the extent that there is a tie, the members of the Executive Committees shall continue to vote until the tie is broken.
- (3) An Executive Committee Officer seeking a position on the Judicial Nominating Commission shall recuse him/herself from the meeting and voting.

All matters discussed during the meeting of the Executive Committee shall be strictly confidential, and any notes and/or ballots shall be immediately destroyed following the meeting.

ARTICLE VII Judicial Selections

Section 1.

It is recognized that it is the responsibility and obligation of the members of the Bar and of this Association to:

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- (a) Encourage the candidacy of well-qualified persons for judicial office;
- (b) Promote, support, and endorse such candidates during the process of selection;
- (c) Identify any candidate for judicial office who is not qualified for such office.

Section 2.

The function of the Association in the judicial selections process shall be administered by the Judicial Selections Committee.

Section 3.

The membership of the Judicial Selections Committee shall be subject to the following limitations and obligations:

- (a) No person who seeks appointment or election to any judicial office shall be eligible to serve on the Judicial Selections Committee. Any person who is a member of the Judicial Selections Committee and intends to seek application for appointment or election to any judicial office shall resign from the committee prior to such application.
- (b) Except as herein set forth, the discussions in the committee meetings pertaining to the qualifications of judicial candidates shall be confidential.
- (c) In the event of a breach of confidentiality made by any member of the committee, that member shall be subject to immediate removal from the committee by the President of the Association. The removal of any committee member may be appealed by the member to the Executive Committee of the Association, but such an appeal shall be limited to the issue of whether the member committed such breach.

Section 4.

The Judicial Selection Committee shall develop and administer a process to identify and recommend candidates for judicial office.

ARTICLE VIII Miscellaneous Provisions

Section 1.

Procedure. Roberts Rules of Order, as last revised, shall establish the parliamentary procedure for all Association and committee meetings.

Section 2. Fiscal Year

The fiscal year of the Association shall begin on the 1st day of January each year and end on the 31st day of December.

Section 3. Amendment

These Bylaws may be amended, repealed, or altered in whole or in part by a vote of two-thirds (2/3) of the Active and Honorary Members present at any duly organized meeting of the Association; provided that at least five (5) days written notice of the proposed change shall have been sent to all members.