

**BYLAWS**  
**OF**  
**BENEFIT COMPANY BAR ASSOCIATION**  
**(a District of Columbia Nonprofit Corporation)**  
  
(as amended through September 16, 2016)

**ARTICLE 1**

**Membership**

**Section 1.1 Members.** Any person who is a member in good standing of the bar of any state, territory, district, or possession of the United States, or of any other country or political subdivision thereof may be a member (a “**Voting Member**”) of the corporation (referred to herein as the “**Association**”).

**Section 1.2 Associate Members.** There shall be three classes of associate members (“**Associate Members**”) of the Association as follows:

(a) Any person who is enrolled in law school shall be eligible for membership as a Law Student Member of the Association.

(b) Any person who is teaching full time at an accredited law school in the United States or who is a judge or employee of a court of record in the United States shall be eligible for membership as an Academic or Judicial Member of the Association.

(c) Any person who is not eligible to be a Voting Member, Law Student Member, or Academic or Judicial Member shall be eligible for membership as a Supporting Member of the Association. To be accepted, a person’s application for admission as a Supporting Member must be consistent with the overall interests and character of the Association.

**Section 1.3 Voting Members.** Only Voting Members under Section 1.1 shall be (i) entitled to vote as members of the Association, and (ii) eligible for office in the Association. Each Voting Member shall be entitled to one vote on each matter voted on by the members.

**Section 1.4 Non-Voting Members.** Associate Members under Section 1.2 shall not have the right to vote and shall be ineligible for office in the Association.

**Section 1.5 Process for Membership Approval.** Any person described in Section 1.1 or Section 1.2 may file a written application with the Secretary of the Association to become a Member or an Associate Member. The Association’s Board of Directors shall have authority to approve or disapprove a membership application for any of the membership categories set forth

in those sections. The Board of Directors may delegate the function of approving membership applications to an officer of the Association. An application to become a Member or an Associate Member shall not be disapproved except by vote of the Board of Directors.

### **Section 1.6 Suspension, Termination, and Reinstatement of Members.**

(a) Suspension from the practice of law by the applicable licensing organization with respect to a Member shall result in automatic suspension of that person's membership rights during the suspension period and that person becoming a "**Suspended Member**". A Suspended Member shall not be entitled to vote and shall not be entitled to hold an elected office. A Suspended Member must continue to pay dues during the suspension period. A Suspended Member's membership rights, including the ability to vote and hold office, shall be restored upon the applicable licensing organization restoring to active status that person's ability to practice law.

(b) A "**Terminated Member**" shall be a person whose membership in the Association is terminated for reason of (i) non-payment of Annual Dues under Section 13.2 or (ii) disbarment from the practice of law by the applicable licensing organization. A Terminated Member under Section 1.6(b)(ii) shall not be entitled to reimbursement for Annual Dues paid.

(c) A Terminated Member under Section 1.6(b)(i) shall be reinstated for a particular fiscal year upon that person's payment of all assessed past due amounts.

## **ARTICLE 2**

### **Association Meetings**

#### **Section 2.1 Annual Meeting.**

(a) The Association shall meet annually at such time and place as the Board of Directors may select.

(b) The Board of Directors shall arrange the program of the Association's Annual Meeting. Notice of the Annual Meeting shall be given to all members of the Board of Directors at least 30 days before the meeting.

**Section 2.2 Special Meetings.** The Association may meet at such other times as the Board of Directors may deem appropriate. The Board of Directors may call such other meetings of the Association as it may deem desirable upon appropriate notice thereof to the Members.

**Section 2.3 Notice of Meetings.** Notice of every meeting of the Association shall be given to the Voting Members no fewer than 10 nor more than 60 days before the meeting date. Notice of the Annual Meeting need not include a description of the purpose for which the meeting is called. Notice of a special meeting shall include a description of the purpose for which the meeting is called.

**Section 2.4 Quorum at Member Meetings.** Those Members who attend a meeting of the Association for which notice has been properly given shall constitute a quorum for purposes of any matter that may come before the meeting.

**Section 2.5 Required Vote.** Except for amendment of the Articles of Incorporation or Bylaws, action on a matter by the Voting Members is approved if the votes cast favoring the action exceed the votes cast opposing the action.

## ARTICLE 3

### Officers

#### Section 3.1 Officers.

(a) The officers of the Association shall be a:

President,  
President-Elect,  
Vice-President,  
Secretary, and  
Treasurer.

(b) The officers of the Association shall serve for a term of two years and until their respective successors are elected and installed, or their earlier death, resignation, or removal.

(c) The officers of the Association other than the President shall be elected by the Board of Directors at the annual meeting of the Board of Directors.

**Section 3.2 President-Elect Becomes President.** The President-Elect shall succeed to the office of the President at the expiration of the term of office of the President without further action by the Nominating Committee or the membership.

**Section 3.3 Officers Ineligible for Immediate Re-election.** The President, the President-Elect, and the Vice-President shall not be eligible for immediate reelection to their respective offices.

**Section 3.4 Holding of Multiple Offices Prohibited.** The same person shall not hold more than one office simultaneously.

## ARTICLE 4

### Duties of Officers

**Section 4.1 President.** The President shall be the chief executive officer of the Association. The President shall likewise be, ex-officio, the chair of the Board of Directors. It shall be the duty of the President to preside at all meetings of the Association, and the President shall be a member, ex-officio, of all committees.

**Section 4.2 President-Elect and Vice-President.** In the absence or disability of the President, the President-Elect shall discharge the duties of the President. In the absence or disability of both the President and the President-Elect, the Vice President shall discharge the duties of the President.

**Section 4.3 Secretary.** The Secretary shall be responsible for the preparation and maintenance of the records of the meetings of the Association and of the Board of Directors; shall give or cause to be given all notices on behalf of the Association provided for in the Articles of Incorporation and Bylaws or as the Board of Directors otherwise directs; and shall keep or cause to be kept all the official books, records and documents of the Association and submitted to the Association, except the financial books and records. The Secretary shall make the books, records, and documents committed to his or her custody available to the Board of Directors as the Board of Directors may require.

**Section 4.4 Treasurer.**

(a) The Treasurer shall keep or cause to be kept the Association's complete and accurate financial books and records. The Treasurer shall develop or cause to be developed the annual budget of the Association for the approval of the Board of Directors. The Treasurer shall make the books and records of the Association available for the inspection of the Board of Directors, as the Board of Directors may require.

(b) The Treasurer shall collect or cause to be collected all membership dues and other moneys due the Association. The Treasurer shall deposit these funds or cause these funds to be deposited in a national bank or other financial institution of which the Board of Directors approves. The expenses of the Association shall be paid by checks drawn upon such bank or other financial institution, which the Treasurer shall sign. The Board of Directors, in its sole discretion, may provide for checks to be signed by such other employee, officer or director of the Association as it deems appropriate. Checks for amounts greater than the amount authorized by resolution of the Board of Directors from time to time shall be signed by the Treasurer and countersigned by the President, President-Elect, or the Vice-President. The Treasurer may, with the advice and consent of the Board of Directors, from time to time, place any of the surplus funds of the Association in investments of a character of which the Board of Directors approves.

(c) The Treasurer shall render reports to the Board of Directors as the Board of Directors may require.

**Section 4.5 Vacancies.** The Board of Directors shall fill vacancies in the office of President, President-Elect, Vice-President, Secretary, or Treasurer.

**Section 4.6 Transition Requirements.** On or before the expiration or termination of any officer's term, all Association papers, records, and documents in the officer's possession shall be turned over to the respective successor to that office with a copy to the Association. In the event an immediate successor has not been elected or appointed, all papers, records, and documents shall be forwarded to the Association headquarters.

**Section 4.7 Resignation.** Any officer may resign at any time by giving written notice to the President or President-Elect. Such resignation shall take effect on the date specified in the notice or on the date the President or President-Elect receives the notice if no date is specified thereon.

**Section 4.8 Compensation of Officers.** The Board of Directors may from time to time fix the compensation of the Officers, if any. An Officer shall not be prevented from receiving compensation by reason of the fact that the Officer is also a Director, except that compensation paid to a Director for serving as an Officer shall only be allowed if the compensation is reasonable, and is reviewed and approved in accordance with the applicable policies of the Association.

## ARTICLE 5

### Employees

**Section 5.1 Executive Director.** The Board of Directors may hire an Executive Director of the Association. Unless these Bylaws, a contract, or law provides otherwise, the Board may remove the Executive Director at any time with or without cause at a meeting called for that purpose. The Executive Director shall have general and active management of the Association's operations and shall see that all of the Board of Directors' orders and resolutions are carried into effect. The Executive Director shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe. The Board of Directors shall have the power to fix and modify from time to time the compensation for the Executive Director.

**Section 5.2 Staff.** Paid staff of the Association may carry out the daily operations of the Association. The staff shall serve under the direction of the Board of Directors or under the direction of the Executive Director if one is appointed. The Executive Director, in consultation with the Board of Directors, shall determine the hiring, termination, and compensation of the staff. In the absence of an Executive Director, the Board of Directors shall make these determinations.

## ARTICLE 6

### Board of Directors

**Section 6.1 Powers and Functions.** The Board of Directors shall be the administrative body of the Association and shall have the power and authority to do and perform all acts and functions of the Association, except as provided by law. The Board of Directors may take any action and do all such lawful acts on behalf of the Association that do not conflict with statute, the Articles of Incorporation of the Association, or these Bylaws.

**Section 6.2 Executive Committee.** The Executive Committee of the Board of Directors shall consist of all of the officers of the Association as well as the most recent past President of the Association. Each member of the Executive Committee shall be, *ex officio*, a voting member of the Board of Directors. The Executive Committee shall have and may

exercise, when the Board of Directors is not in session, all of the powers and privileges of other members of the Board of Directors, except as otherwise provided by law.

**Section 6.3 Composition.** The Board of Directors shall be composed of the Executive Committee and no more than 20 and no less than 8 other Directors. There may also be any number of liaisons that the Board of Directors may approve and which may include, without limitation, law students and members of other bar associations. Liaisons may be invited to attend any meeting of the full Board of Directors meeting, except any Executive Committee session of any Board of Directors meeting. No liaison shall have voting rights with respect to any matters brought before the Board of Directors.

**Section 6.4 Classification, Election, and Terms.**

(a) At the organizational meeting of the Association, the incorporator shall elect 12 non-Executive Committee members of the Board of Directors. These non-Executive Committee Board of Directors members shall be divided into three classes, as nearly equal in number as possible, designated as Class I, Class II, and Class III. Class I shall hold office for an initial three-year term expiring at the annual meeting of the Board in 2019, Class II shall hold office for an initial four-year term expiring at the annual meeting of the Board in 2020, and Class III shall hold office for an initial five-year term expiring at the annual meeting of the Board in 2021 to allow expiration of the terms of four members each year following the third year of the initial election. Following the expiration of the initial term of each class, the non-Executive Committee members of the Board of Directors shall serve for a term of three years.

(b) The non-Executive Committee members of the Board of Directors shall be elected by the Board of Directors. The Board of Directors shall elect one class of members at each annual meeting of the Board of Directors beginning with the annual meeting in 2019.

(c) The term of a non-Executive Committee member of the Board of Directors shall begin at the close of the annual meeting of the Board of Directors at which that member of the Board of Directors is elected. Each member of the Board of Directors shall hold office until his or her successor is elected and qualified.

**Section 6.5 Restrictions on Reelection and Eligibility for Election.**

(a) Non-Executive Committee members of the Board of Directors shall be ineligible for immediate reelection to the Board of Directors upon the expiration of their current term serving on the Board of Directors. Nothing contained in these Bylaws shall make any Non-Executive Committee member of the Board of Directors ineligible for immediate election as an officer, and nothing herein contained shall make one who has just completed a term as an officer ineligible for immediate election as a member of the Board of Directors.

(b) Neither an Executive Committee member nor a Non-Executive Committee member shall be nominated for, elected to, or appointed to more than one Board of Directors position simultaneously.

**Section 6.6 Meetings.** The Board of Directors shall hold an annual meeting of the Board in conjunction with the Annual Meeting of the Association. The Board of Directors may

schedule regular meetings each year and may also meet at the call of the President or any three directors.

**Section 6.7 Vacancies.** Any vacancy occurring in the membership of the Board of Directors shall be filled by the Board of Directors at any annual, regular, or special meeting of the Board of Directors. A person elected to fill a vacancy shall serve for the duration of the unexpired term.

**Section 6.8 Quorum.** A majority of the Board of Directors shall constitute a quorum. Business shall be conducted by majority vote of the Directors present at a meeting at which a quorum is present.

**Section 6.9 Financial Affairs.** The Board of Directors shall exercise control over the financial affairs of the Association and shall have general supervision of the work of the Association. The Board of Directors shall receive reports and recommendations from all committees, the Secretary, and Treasurer. The Board of Directors shall consider and act upon reports of committees and, if it deems necessary, may submit said reports to the membership with such comments as it deems appropriate. All reports to the Association shall become the property of the Association and shall not be published unless the Board of Directors so provides its consent.

**Section 6.10 Compensation of Directors.** The Association shall not pay compensation to Directors for performing their duties as Directors, other than reimbursement of reasonable expenses incurred in the performance of their duties as Directors and as approved by the Board of Directors. Directors may receive compensation for services provided to the Association if the compensation is reasonable, and is reviewed and approved in accordance with the applicable policies of the Association.

## ARTICLE 7

### Nominating Committee

**Section 7.1 Constitution and Appointment.** At each Annual Meeting subsequent to the first organizational meeting of the Association, the Voting Members shall hold an initial election of the Nominating Committee. The Nominating Committee shall consist of three Voting Members with terms of three years each, one term to expire each year. The President shall appoint Voting Members to the Nominating Committee upon the expiration of any term or upon the occurrence of any vacancy. No member of the Nominating Committee shall be selected to succeed himself or herself. The Chair of the Nominating Committee shall be the member senior in service on the Nominating Committee. A majority of the Nominating Committee shall constitute a quorum, and business shall be conducted by majority vote of those present.

**Section 7.2 Recommendations Report.** The Nominating Committee shall recommend candidates from among Voting Members for the offices to be filled at the Annual Meeting. The Nominating Committee shall meet, prepare a report of its recommendations, and distribute a copy of the report to the members of the Association not less than 30 days before the Annual Meeting.

**Section 7.3 Additional Nominations at Annual Meeting.** The Nominating Committee shall submit its report at the Annual Meeting. After submission of the report, any Voting Member shall have the privilege of making additional nominations in writing from the floor. Any additional nomination shall be supported from the floor by at least two Voting Members other than the member making the nomination. If no additional nomination is received from the floor, the election may be conducted by oral vote or by show of hands. If nominations are received from the floor, a ballot shall be prepared and distributed to all Voting Members present for their vote. The nominees receiving the highest number of votes shall be elected to their respective offices for the ensuing year. Only Voting Members of record who are in good standing 14 calendar days prior to the Annual Meeting may vote at the Annual Meeting.

## **ARTICLE 8**

### **Removal of Officers and Members of the Board of Directors**

The President, President-Elect, and Vice President may be removed at any time, with cause, by the affirmative vote of at least two-thirds of the members of the Board of Directors. Any other officer or member of the Board of Directors may be removed at any time, with or without cause, by majority vote of the members of the Board of Directors. In each case of removal under this Article 8, the officer or member of the Board of Directors being subject to removal shall abstain from voting with respect to such removal.

## **ARTICLE 9**

### **Bylaws**

Bylaws may be adopted, amended, or rescinded at any meeting of the Board of Directors. Bylaws may also be adopted, amended, or rescinded by vote of two-thirds of the Voting Members present and entitled to vote at a meeting of the Voting Members if notice of the proposed action on the bylaws has been given to all Association members by mail, fax, or e-mail at least 30 days before the meeting. Upon the adoption of an amendment to the Bylaws, the Secretary may correct punctuation, grammar, or numbering where appropriate, if the correction does not change the meaning of the amendment.

## **ARTICLE 10**

### **Association Year**

The terms of an Association Year shall commence at the adjournment of an Annual Meeting and shall continue until the adjournment of the next Annual Meeting. Any person serving as an officer or other elected or appointed position on behalf of the Association shall hold their respective term as measured according to each Association Year, until their successor shall have been elected and qualified.

## ARTICLE 11

### Committees

**Section 11.1 Board Committees.** The Board of Directors may have such Board Committees as the Board of Directors may establish. Board Committees exercise the authority of the Board of Directors and shall consist of two or more members of the Board of Directors, whom the President shall nominate. Only members of the Board of Directors may serve on Board Committees. A majority of the members of the Board of Directors then in office shall approve the creation of a Board Committee and the appointment of members of the Board of Directors to it.

**Section 11.2 Advisory Committees.** In addition to Board Committees, the Association may have Advisory Committees, to consist of two or more Voting Members (who need not be members of the Board of Directors) whom the President shall appoint. Advisory Committees are not Board Committees and may not exercise the powers of the Board of Directors, but shall be restricted to giving advice and making non-binding recommendations to the Board of Directors or to the Association and implementing Board decisions and policies under the supervision and control of the Board of Directors or a Board Committee. The President shall announce the creation of and appointments to Advisory Committees, which the President shall submit to the Board of Directors for approval.

**Section 11.3 General Association Committees.** The Association shall have such General Association Committees as the Board of Directors may establish, which may consist of both Voting Members and Non-Voting Members, in the Board of Directors' sole discretion. The President shall appoint the chairman, one vice-chairman, and each of the members of each of any General Association Committee (with the number of members of each General Association Committee to be determined in the President's discretion) to serve for one year following appointment and thereafter until their respective successors are appointed. The chair and vice-chair, and the members of General Association Committees, shall have such duties as the Board of Directors may prescribe including, without limitation, preparation of annual or periodic reports to the Board of Directors and the members of the Association.

**Section 11.4 Committee Quorums.** A majority of the members of any committee shall constitute a committee quorum, and business shall be conducted by majority vote of those present.

**Section 11.5 Committee Meetings.** Meetings of any committee shall be held at such times and places as the chairman thereof may appoint. The Chairman of a committee shall give reasonable notice of committee meetings to each member of his or her committee.

## ARTICLE 12

### Chapters

**Section 12.1 Creation of Chapters.** The Board of Directors may authorize the creation of chapters of the Association and shall issue charters which will establish the terms of the governance of the chapters and specify their relationship with the Association.

**Section 12.2 Application Forms for Chapters.** The Board of Directors shall issue application forms to form a new chapter. Each applicant chapter must complete an application form and submit the completed form in accordance with the procedures set forth therein. The Board of Directors may revoke the charter of any chapter at any time upon 30 days prior written notice.

## ARTICLE 13

### Annual Dues

**Section 13.1 Member Payment.** Each Member and Associate Member shall pay Annual Dues to the Association for the period from [January 1 to December 31], payable by [January 31] of each year. The amount of dues shall be prescribed by the Board of Directors.

**Section 13.2 Automatic Termination.** A member's non-payment of Annual Dues that has continued for a period of four months or more after the date due shall result in automatic termination of that person's membership in the Association and that person's becoming a Terminated Member under Section 1.6(b)(i).

## ARTICLE 14

### Indemnification of Directors and Officers

**Section 14.1 Indemnified Persons.** Except in cases involving willful misconduct, the Association shall indemnify and hold harmless, to the fullest extent permitted by applicable law, any person (an "**Indemnified Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**"), by reason of the fact that such person is or was a director or officer of the Association, or while serving as a member of the Board of Directors or as an officer of the Association, is or was serving at the request of the Association as a director, trustee, officer, employee, or agent of another company, partnership, joint venture, employee benefit plan, trust, or other enterprise, against all liability and loss suffered (including, but not limited to, payment of a judgment, settlement, penalty, fine, excise tax assessed with respect to an employee benefit plan) and expenses (including attorneys' fees) reasonably incurred by the person in the Proceeding. Notwithstanding the preceding sentence, except as provided in Section 14.3, the Association shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) that an Indemnified Person commences only if the Board of Directors authorized the Indemnified Person's commencement of such Proceeding (or part thereof).

**Section 14.2 Insurance.** The Association shall have the power to purchase and maintain at its cost and expense insurance on behalf of any employee or any member of the Board of Directors to the fullest extent permitted by applicable law.

**Section 14.3 Advancement of Expenses.** The Association shall, to the fullest extent not prohibited by law, pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition. To the extent required by law, the payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it is ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article 14 or otherwise.

**Section 14.4 Payment of Claims.** If a claim for indemnification (following the final disposition of the Proceeding for which indemnification is sought) under this Article 14 is not paid in full within 60 days after the Association receives a written claim therefor from the Indemnified Person, or a claim for advancement of expenses under this Section 14.4 is not paid in full within 30 days after the Association receives any statement therefor, the Indemnified Person shall thereupon be entitled to file suit to recover the unpaid amount of such claim. If successful in whole or in part, the Indemnified Person shall be entitled to be paid the expense of prosecuting such claim to the fullest extent permitted by law. In any such action, the Association shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

**Section 14.5 Effect of Amendment or Repeal.** Any right to indemnification or to advancement of expenses of any Indemnified Person arising hereunder shall not be eliminated or impaired by an amendment to or repeal of this Article 14 after the occurrence of the act or omission that is the subject of the Proceeding for which indemnification or advancement of expenses is sought.

**Section 14.6 Non-Exclusive Rights.** The rights this Article 14 confers on any Indemnified Person shall not be exclusive of any other rights that such Indemnified Person may have or hereafter acquire under any statute, the Association's Articles of Incorporation, Bylaws, or any agreement, or any vote of members or disinterested directors or otherwise. This Article 14 shall not limit the right of the Association, to the extent and in the manner permitted by law, to indemnify or to advance expenses to persons other than Indemnified Persons when and as authorized by appropriate corporate action.