

**BYLAWS OF
ESSEX COUNTY BAR ASSOCIATION, INC.**

As amended May, 2010

ARTICLE I

NAME, PURPOSES AND FISCAL YEAR

Section 1. Name. This corporation shall be called “Essex County Bar Association, Inc.” (“Association”). It may do business as “Essex County Bar Association”.

Section 2. Purposes. The purposes of the Association are to cultivate the science of jurisprudence and promote and facilitate the administration of justice and uniformity of legislation, uphold the honor of the profession of law, encourage cordial intercourse among members of the Massachusetts bar and, more specifically, those residing in or practicing law in Essex County, and disseminate information and assistance to lay persons and members of the Association.

Section 3. Fiscal Year. Unless otherwise fixed by the Board of Directors, the fiscal year of the Association shall end on August 31 of each year.

Section 4. Severability. The invalidity of any portion or portions of these Bylaws shall not cause any other portion hereof to be invalid or unenforceable.

Section 5. Construction. These Bylaws shall be interpreted liberally so as to give effect to and to assist and aid in the implementation of the purposes of the Association.

Section 6. Gender. As used in these Bylaws, the use of the singular shall mean plural, and the use of the plural shall mean singular, and the use of gender shall mean any other gender as the context so requires.

Section 7. Seal. Any seal of this Association shall be in such form as determined by the Board of Directors.

ARTICLE II

MEMBERSHIP

Section 1. Membership. The Board of Directors may establish one or more classes of membership in the Association, including without limitation, the following: regular, new lawyer, associate and honorary.

Section 2. Regular Membership. Any member of the bar of the Commonwealth of Massachusetts in good standing who has been admitted to the bar for more than five years and either resides in or has an office in Essex County is eligible for regular membership in the Association. All attorneys who are qualified for regular membership shall become members of the Association by payment of dues as fixed by the Board of Directors for the current fiscal year.

Section 3. New Lawyer Membership. Any member of the bar of the Commonwealth of Massachusetts in good standing who has been admitted to the bar for five or fewer years and either resides in or has an office in Essex County is eligible for new lawyer membership in the Association. All attorneys who are qualified for new lawyer membership shall become members of the Association by payment of dues as fixed by the Board of Directors for the current fiscal year.

Section 4. Law Student Membership. Any law student in good standing who is currently enrolled in a law school and either resides in or works in Essex County is eligible for student membership in the Association. All law students who are qualified for law student membership shall become members of the Association by payment of dues as fixed by the Board of Directors for the current fiscal year.

Section 5. Associate Membership. Any member of the bar of the Commonwealth of Massachusetts who has retired from the full-time practice of law is eligible for associate membership. All attorneys who are qualified for associate membership shall become members of the Association by written application to the clerk of the Association. Associate members shall have all the rights and privileges of a regular member, except that no dues payment shall be required and associate members shall not have the right to vote at meetings of the association.

Section 6. Honorary Membership. Any member of the judiciary regularly sitting within Essex County, any clerk-magistrate of any court in Essex County, any elected member of the government of Essex County who is also a member of the bar, and any other present or former government official invited by the Board of Directors is eligible for honorary membership. Honorary members shall have all the rights and privileges of a regular member, except that no dues payment shall be required and honorary members shall not have the right to vote at meetings of the association.

Section 7. Disbarment. The disbarment of any member shall automatically result in loss of his or her membership without any action being necessary on the part of the Association.

ARTICLE III

DUES

Section 1. Annual Dues. The schedule of annual dues shall be fixed from time to time by the Board of Directors, and shall be due and payable by September first of each year. A member whose dues are not paid by January first shall cease to be a member until all current dues are paid. The Board of Directors, or the Association, may reduce or abate the amount of dues of a member in any fiscal year.

ARTICLE IV

OFFICERS

Section 1. The elected officers of the Association shall be President, Vice President, a Treasurer, and a Clerk, all of whom shall be elected at the annual meeting of the Association, and shall serve until the second annual meeting following their election, and thereafter until their respective successors have been elected.

Section 2. President. The President shall be the chief executive officer of the Association, shall preside over the meetings of the Association and of the Board of Directors, and shall perform such other duties as shall be delegated by the Association. The President shall appoint all standing committees and all special committees authorized by the Board of Directors, unless it otherwise directs. The President shall be a member of all committees, both elected and appointed.

Section 3. Vice President. In the absence of the President or the inability of the President to act, the President's duties shall be performed by the Vice President. The Vice President shall chair the Long-Range Planning Committee, if one is constituted, and shall have other rights and duties as may be delegated by the President or the Board of Directors.

Section 4. Treasurer. Subject to the direction of the Board of Directors, the Treasurer shall have charge of the financial affairs of the Association, and shall perform the customary duties of that office. The Treasurer shall submit books and accounts to the Board of Directors for examination whenever so requested in writing by the Board of Directors by the Association. The Treasurer shall chair the Budget Committee, if one is constituted.

Section 5. Clerk. The Clerk shall attend the meetings of the Association and the Board of Directors and shall make a record of their proceedings. If the Clerk is absent from a meeting, the Association shall appoint a secretary pro tempore who shall have the duties of the Clerk at such meeting.

Section 6. Filling Vacancies. Upon the death or resignation of the President, the Vice President shall succeed to the Presidency until the next annual meeting of the Association, at which time a President shall be elected. Vacancies in the office of the Vice President, Treasurer, Clerk, or in the membership of the Board of Directors shall be filled by the Board of Directors, and those so chosen shall serve until the next annual meeting of the Association.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall consist of the officers of the Association and such number of members at large as the Association shall from time to time determine at its annual meeting. Members at large of the Board of Directors shall be elected at the annual meeting of the Association. The Board of Directors shall also include all past presidents of the Essex County Bar Association. All elected officials of the government of Essex County who are also members of the bar, and any other honorary members invited by the Board of Directors shall be ex-officio members of the Board of Directors without voting power.

Section 2. Terms of Office. Members of the Board of Directors elected at large shall serve for a term of two years, beginning on September 1 following the annual meeting at which they are elected, and the terms of one-half the members shall terminate annually.

Section 3. Powers and Duties. The Board of Directors shall have the full responsibility of the operation of the Association and the carrying out of its purposes and objectives as set forth in Article I hereinabove. Without limiting the generality of the foregoing, the Board of Directors:

- a. May appoint such committees or authorize the President to appoint such committees as it may deem necessary to carry out these purposes and objectives.
- b. May appoint an Executive Director and/or Administrator of the Association, who shall serve at the pleasure of the Board of Directors.
- c. Shall establish annual dues at its first meeting after the annual meeting for the ensuing year, and may, with the approval of the Association Membership, establish special assessments as it shall deem necessary and expedient in the circumstances.
- d. May institute actions and proceedings on behalf of the Association and employ legal counsel as necessary to properly accomplish the purposes of the Association.
- e. May employ accounting services necessary to properly accomplish the purposes of the Association.
- f. May purchase or rent such real property, equipment and other personal property as is necessary to properly accomplish the purposes of the Association.
- g. May purchase casualty and liability insurance covering its assets and operations, any other insurance required by law, and such other insurance as is directed by a majority vote of the members of the Association present and voting at a duly held meeting of the members.
- h. May expend funds necessary for carrying out its purposes and obligations.

Section 4. Meetings. The officers and Board of directors shall meet regularly, but not less than eight (8) times each year, at times and places as fixed by the President with at least seven (7) days notice to the membership of the Board of Directors. Also, the President shall call a meeting of the Board of Directors on written request of at least three at-large members of the Board of Directors.

Section 5. Quorum. A quorum of the Board of Directors to transact business at any regular or special meeting shall be eleven voting members.

Section 6. Removal. Any member at large who fails to attend three (3) regular consecutive meetings of the Board of Directors, unless for cause, shall be removed from office and his or her vacancy shall be filled by a vote of the majority of the Board of Directors then in office, or, in the absence of such election by the Board of Directors, by the members at a meeting called for the purpose. Excusable failure to attend three (3) consecutive regular meetings of the Board of Directors shall be determined by a majority of the President, Vice President, Treasurer and Clerk of the Association.

ARTICLE VI

ASSOCIATION MEETINGS

Section 1. Annual Meeting. The annual meeting of the Association shall be held in May or such other date as the Board of Directors shall determine. Members shall be notified by mail of the annual meeting at least fourteen (14) days in advance.

Section 2. Other Meetings. Other meetings of the Association shall be held from time to time. Meetings may be called by the President or the Board of Directors. On written request of 25 members of the Association, a special meeting shall be called by the President within 30 days. Such written request shall contain the purpose for which said special meeting shall be called, which purpose shall be included in the notice to the members of the Association. Members shall be notified by mail of any regular or special meeting at least fourteen (14) days in advance.

Section 3. Quorum. Fifty members of the Association in good standing and entitled to vote shall constitute a quorum for the transaction of business at any regular or special meeting.

ARTICLE VII

LIABILITY, INDEMNIFICATION, AND OTHER INTERESTS OF OFFICERS, DIRECTORS AND OTHERS

Section 1. Indemnification. The Association may, to the extent legally permissible and only to the extent that the status of the Association as an organization exempt from income taxes under the Internal Revenue Code of 1986, as amended, is not affected thereby, indemnify each of its directors, officers, employees and other agents (including persons who serve at its request as directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with what he may be threatened, while in office or thereafter, by reason of his being or having been such a director, officer, employee or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interest of the Association; provided, however, that as to any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Association, after notice that it involves such indemnification:

- a. By a disinterested majority of the directors then in office; or
- b. If a majority of the directors are interested, by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his action was in the best interests of the Association; or
- c. By a majority of the disinterested members of the Foundation entitled to vote.

Expenses including counsel fees, reasonably incurred by any such director, officer, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding, may be paid from time to time by the Association in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid by the Association if he shall be adjudicated to be not entitled to the indemnification under Massachusetts General Laws Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be

entitled by contract or otherwise under law. As used in this paragraph (2), the terms “directors”, “officers”, “employees”, and “agents” include their respective heirs, executors and administrators, and an “interested” director is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

Section 2. Conflict of Interest.

A. PURPOSE. The purpose of the conflict of interest policy is to protect the Association’s tax-exempt status and to mandate the disclosure of financial interests. This policy is intended to supplement but not to replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

B. DEFINITIONS.

1. Interested Person. Any director, principal officer, or Executive Director, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Association has a transaction or arrangement,
 - b. A compensation arrangement with the Association or with any entity or individual with which the Organization has a transaction or arrangement, (excepting Executive Director compensation paid by the Association),
 - c. A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which the Association is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

C. PROCEDURES.

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors, at a regularly scheduled meeting where a quorum is present.
2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/shall leave the directors’ meeting while the determination of a conflict of interest is discussed and voted upon. The remaining directors shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest.
 - a. The chairperson of the meeting may, if deemed appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - b. After exercising due diligence, the directors shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - c. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association’s best interest, for its own benefit, and whether it is fair and

reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy.

- a. If any director has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, he or she shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the directors determine the member has failed to disclose an actual or possible conflict of interest, appropriate disciplinary and corrective action shall be taken.

D. RECORDS OF PROCEEDINGS. The minutes of any meeting at which a conflict of interest discussion, as described above, occurs shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the directors' decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE VIII

USE OF EARNINGS; DISSOLUTION

Section 1. Use of earnings, etc. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Association shall not carry on any other activities not permitted to be carried on

- a. By a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code, or
- b. By a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

Section 2. Dissolution. Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE IX

AMENDMENT OF BYLAWS

Section 1. Amendments. The Association may, by vote of not less than three-fourths of the number of members present at a duly-called meeting of the Association, but not fewer than one-third of all voting members, amend or revise the ByLaws, provided that no proposal for such amendment or revision shall be acted upon unless the text of the amendment is stated in the written notice of the meeting.