

**THE BAR ASSOCIATION OF WASHINGTON COUNTY, MARYLAND, INC.**

**BYLAWS**

**Article I - Names and Objects**

The name of this Association, **The Bar Association of Washington County, Maryland, Inc. (“the Association”)** and the objects and purposes thereof shall be as set out in the charter and amendments thereto, which charter and amendments and these bylaws as amended from time to time shall be the law of this Association.

**Article II - Membership**

Section A. Any member of the Bar of the Court of Appeals of Maryland and any judge of a court of record at the time of the adoption of these bylaws shall continue as a member subject to compliance by him or her with all requirements of membership in the Association, as hereinafter provided.

Section B. Any member of the Bar of Maryland who has been admitted to the practice of law by the Court of Appeals of Maryland against whom there are no pending charges of professional misconduct in any court, may apply and become a member of the Association as provided herein. As used in this section, the term “Member of the Bar” includes any judge of the District or Circuit Courts of Washington County or their successors.

Section C. The Board of Directors may, by an affirmative vote of a majority of those present, expel for cause any member of the Association, provided the member has been given notice, a copy in writing of the specific charges, and an opportunity to be heard. The word “cause” includes, but is not limited to, non-payment of dues, knowingly engaging in conduct designed to overthrow the constitutional form of government of the United States by force or violence, or knowingly to assist others in such conduct, or engaging in any act or conduct that would be the basis for disciplinary action under the Maryland Rules of Professional Conduct or any successor

provisions.

Section D. No member of the judiciary shall be eligible to serve as an officer, but upon admission to membership shall be entitled to all other privileges of membership and shall be liable for dues as other members.

Section E. Applications for admission to membership in this Association shall be submitted in writing on such forms as may be prescribed by the Committee on Membership, signed by the applicant and directed to the chair of such committee along with the current dues as provided in these bylaws.

Section F. The admission procedures are set forth in Article X, Section A, herein.

Section G. Notwithstanding anything to the contrary in Sections A through F of this Article, a member in good standing of this Association who has been a member for a period of at least ten consecutive years and who has retired from the active practice of law shall be entitled to apply to become a member emeritus of the Bar Association of Washington County. The Membership Committee after investigation may make its recommendations on any such request to the Board of Directors, which shall determine the membership status of the requesting member. A member emeritus shall be entitled to all the rights and privileges of a regular member except that he or she shall not be qualified to serve as an officer or be required to pay dues. The immediate past president shall not be considered as an officer for the purposes of this section.

Section H. The Board of Directors shall be authorized by majority vote to create types of membership in the Association other than full membership described in Section A and to determine what privileges and prerogatives shall be conferred upon a special category of membership and what dues and other obligation shall be entailed in admission to such membership. The Board of Directors shall also determine by majority vote the conditions or qualifications for any special membership and may create such mechanisms for admitting persons to such special membership as it may decide by

appropriate resolution.

### **Article III - Dues**

The fiscal year of the Association shall be from July 1 to June 30. The annual dues of this Association shall be payable on the first day of each fiscal year in advance. Any person becoming a new member of the Association after the first half of any fiscal year shall be required to pay only one-half of the annual dues for the remainder of that fiscal year. This discount shall not apply to previous members of the Association. The amount of the annual dues shall be determined by the Board of Directors and may be changed from time to time as the duties and obligations of the Association require.

### **Article IV - Meetings**

Section A. The annual meeting of the Association shall be held on the last Monday in June in each year, provided, however, that the Board of Directors, in its discretion, may designate as the date of the annual meeting a day other than the day named in this Section.

Section B. Stated meetings of the Association shall be scheduled at such other times as the President or the Board of Directors may deem necessary. At least seven days written notice of such meeting shall be given to the members. At both the stated and annual meetings, regular business of the Association may be transacted.

Section C. Special meetings shall be called by the President or, in the absence of the President, by the Vice President, on five days notice in writing, sent to the last known address of each member. Whenever the President or, in his or her absence, the Vice President, shall desire to submit for approval or disapproval of the membership any contemplated action, he or she may present the questions at a regular meeting or call a special meeting, or he or she may take a vote by a ballot sent to the member. Special meetings shall likewise be called upon written request to the President of ten members of the Association. The notices of such special meetings shall contain a general statement of the nature of the business to be transacted at such meetings, and

no business other than that specified in the notices shall be transacted thereon.

Section D. Written notice shall be sent to the last known address of each member stating the time and place of the annual and stated meetings.

Section E. At any meeting of the Association, a quorum necessary to conduct the business thereof shall be ten members.

### **Article V - Order of Business**

At each annual, stated or special meeting of the Association, the order of business shall be as follows:

1. Reading of minutes of preceding meeting.
2. Reports of Board of Directors.
3. Reports of Treasurer.
4. Reports of Committee on Membership.
5. Reports of other standing committees.
6. Reports of special committees.
7. Elections, if any.
8. Unfinished business.
9. New business.

This order of business may be changed by a vote of the majority of members present. The parliamentary rules and orders contained in Robert's Rules of Order Newly Revised, except as herein otherwise provided, shall govern all meetings of the Association, as far as the same are applicable.

### **Article VI - Officers**

Section A. The elected officers of the Association shall be the President, a Vice President, a Secretary and a Treasurer. No person shall be eligible to be an elected officer who is not a member of this Association and a member in good standing of the Bar of the Court of Appeals of Maryland. If a vacancy occurs in any such elected office, the unexpired term thereof shall be filled by

appointment of the Board of Directors, except in the case of a vacancy occurring in the office of the President, in which event the Vice President shall succeed to the office of the President and the Board of Directors shall appoint some member qualified to hold such office to fill the unexpired term of the Vice President.

Section B. All such elective officers shall be elected by ballot in person or by mail at the annual meeting of the Association in accordance with the provision of Article XII of the Bylaws. Only members in good standing whose dues are not in arrears shall be eligible to vote. Each officer so elected shall take office at the annual meeting and shall serve for an initial term of one year, or until a successor is elected and qualifies.

Section C. The President, Vice President, Secretary, Treasurer, the immediate past president, and such other members as may be named by the President shall constitute the Executive Committee, which shall have the powers of the Board of Directors between meetings, except that any action taken by the committee shall be presented to the full Board of Directors at the next meeting for information.

## **Article VII - Committees**

Section A. The Standing Committees shall be:

1. Membership Committee
2. Nominating Committee
3. Library Committee
4. Judiciary Committee
5. Bylaws Committee
6. Program Committee
7. Alternative Dispute Resolution Committee

Section B. All members of standing committees shall be appointed by the President, who shall designate one or more members as the chair or co-chair of each committee. Members of such committees shall be eligible for

reappointment.

Section C. Each standing committee shall meet and organize as soon as practicable after its appointment and select a secretary who shall keep a record of the proceedings of the committee. The parliamentary rules and orders contained in Robert's Rules of Order Newly Revised shall govern all committee meetings where applicable insofar as is practicable. The chair or co-chair of each committee shall make reports from time to time of the proceedings of the committee to the Board of Directors as may be required by the chair thereof.

Section D. The President shall appoint such special committees as may from time to time be deemed to be expedient, necessary or proper. Such special committees shall also be appointed by the President, if by majority vote of the Board of Directors, the President is directed to do so. Such special committees shall have such duties and serve for such period of time as the President shall prescribe.

Section E. Any member of the Board of Directors or of the standing committees who shall be absent from three consecutive meetings without sufficient explanation shall be deemed to have resigned and that place shall be filled by the President until the next annual meeting.

### **Article VIII - Board of Directors**

Section A. The Board of Directors shall consist of the officers of the Association, the immediate past president, and such other members of the Association elected by the membership for a term of one year by ballot in accordance with the provisions of Article XII of these bylaws, so that the Board of Directors shall consist of a total of eleven members. At meetings of the Board of Directors, action shall be taken by majority vote of the members of the Board, provided, however, a quorum is present. A quorum shall be comprised of one-third of the members of the Board.

Section B. No law firm shall have more than two members elected or appointed as an officer or member of the Board of Directors of this

Association. For the purposes of this section public law offices shall be considered as law firms, If a law firm shall have more than two of its members elected or appointed as an officer or member of the Board of Directors, the first two elected or appointed shall serve and any others shall be ineligible.

Section C. The Board of Directors shall meet at least once every two months. Members of the Board may participate by telephone or other electronic means that permit simultaneous communication with all members of the Board, to the extent permitted by Maryland law. They shall have power to make such regulations, not inconsistent with these bylaws, as shall be necessary for the protection of the property of the Association, and for the preservation of good order in its affairs. They shall keep a record of their meetings, which may be reviewed at the following meeting of the Association. It shall be their duty to present business for action of the Association. They shall have such general powers in the management of the affairs of the Association as may be necessary and not inconsistent with the provisions of these bylaws, including the power to determine the number of members of each standing committee and the power to employ counsel on behalf of the Association when in their judgment counsel is necessary.

Section D. The power of the Board of Directors shall extend to all matters of policy affecting this Association. In the event that the Board of Directors deems it advisable to consult with the membership before taking a position on a particular matter of policy, and if time is adequate to permit the same, the Board of Directors, by a majority vote of the members of the Board of Directors present at any general or special meeting of the Board of Directors, may call a special meeting of the membership to consider or to vote on the matter of policy or may submit the matter of policy for decision by the membership through a mail ballot. No committee of the Association may make any policy statement except upon the approval of the Board of Directors or the membership, as the case may be.

Section E. No debts shall be incurred on behalf of the Association, except by an express resolution of the Board of Directors authorizing the incurring

of the same. However, the Treasurer, Secretary and chair of the standing committees may incur the usual routine expenses of the Association incident to their respective offices and duties, a list of expenditures to be submitted to the Board of Directors at its next meeting. The Board of Directors shall, however, have no power to make the Association liable for any debts amounting to more than one-half of the amount in the Treasurer's hands, in cash, and not subject to prior liabilities.

### **Article IX - Duties of Officers**

Section A. President. The President shall be the executive head of the Association and shall have general supervision and control of its affairs consistent with the provisions of the bylaws and the direction of the Board of Directors. The President shall preside at all meetings of the Association and shall be chair of the Board of Directors. The President shall also appoint designees of this Association to any other committee or organizations that require them.

Section B. Vice President. The Vice President shall, in the absence of the President, perform all of the duties pertaining to the office of the President and upon the death, resignation or disqualification of the President shall succeed to the office of the President and hold the same until the President who is elected at the annual meeting of the Association shall take office. The Vice President shall also perform such duties as may be assigned by the President or the Board of Directors.

Section C. Treasurer. The Treasurer shall maintain regular accounts of the funds of the Association which shall at all times be open for inspection by any member of the Board of Directors. The Treasurer shall report annually or as frequently as may be required by action of the Board of Directors.

Section D. Secretary. The Secretary shall keep a record of the proceedings of all meetings of the Association and of the Board of Directors and of all other matters of which a record shall be deemed advisable by the Board of Directors or the membership. The Secretary shall, with the advice and approval of the President, carry on the correspondence of the

Association and issue the required notices of all meetings. The Secretary shall perform such other duties as may be delegated by the President.

### **Article X - Duties and Functions of Standing Committees**

Section A. Membership Committee. This committee shall have the power to make such regulations in regard to proposals for membership and notice thereof, as they may from time to time be deemed necessary.

Section B. Judiciary Committee.

#### 1. Policies

(a) Concerning Selection of Judges. The Association shall recommend and support for judicial office those judges and members of the Bar who, by their intelligence, character, temperament and professional aptitude and experience, have demonstrated their special qualification for judicial office. The Association shall actively endeavor to prevent political considerations from outweighing fitness in the selection of judges.

(b) Concerning Retention of Judges. The Association acknowledges that to contend for an independent judiciary is its affirmative, inescapable duty. As an essential element in the preservation of an independent judiciary, the Association shall take no position concerning the election, re-election or re-appointment of any incumbent judge, except as provided in subsection 3 hereof.

(c) Disqualification. Any member of this committee who seeks appointment or election to a judicial office, or who authorizes the committee to consider his or her qualifications for judicial office, shall forthwith cease to be a member of the committee and shall be ineligible for appointment to this committee for a period of three years thereafter. The committee shall not recommend or pass upon the qualifications for judicial office of the incumbent President of the Association.

2. Member's Duty of Fidelity. Except as herein otherwise specifically provided, all committee discussions pertaining to persons considered by the committee for judicial office shall be completely confidential.

3. Judicial Elections.

(a) Prior to a contested judicial election of a judge, the committee shall conduct a plebiscite of the members of the Association.

(b) Except as provided by the bylaws, the manner of conducting the plebiscite shall be governed and promulgated by the committee. The only question on the ballot shall be whether the incumbent judge is qualified to continue in office, and whether each challenger is qualified to hold the office. An incumbent judge and each challenger shall be deemed "qualified" if found to be such by a majority of the ballots cast. Only the resulting qualification or non-qualification, as a result of the plebiscite, shall be made public.

(c) Any member of the Association who is current in dues and payments to the Client Protection Fund of the Bar of Maryland shall be entitled to vote in the plebiscite, provided that the member has been in good standing for at least three months prior to the plebiscite.

4. Judicial Appointments.

(a) Whenever a vacancy to be filled by gubernatorial appointment exists or is about to occur in any of the courts enumerated in subsection (b) below, the committee shall notify the Bench and the Bar of the vacancy. Thereafter, the committee shall maintain a list of all persons who apply to fill the vacancy.

(b) The committee shall consider the selection of judges for the following courts: Court of Appeals of Maryland (Third Appellate Judicial Circuit), Court of Special Appeals of Maryland (Third Appellate Judicial

Circuit), Circuit Court for Washington County, Maryland, District Court of Maryland for Washington County

(c) Prior to the submission to the Governor of the list of persons for the Governor's consideration by the applicable judicial nominating commission, the committee shall conduct a plebiscite of the members of the Association to determine the qualifications of each person who submits his/her name for consideration to fill the vacancy. Voting shall be by secret ballot. Each ballot shall contain the following four (4) mutually exclusive choices:

- (1) Highly Qualified.
- (2) Qualified.
- (3) Unqualified.
- (4) Insufficient knowledge of the candidate to express an opinion.

(d) The full results of the plebiscite, including the vote tally, shall be submitted only to the President of the Association and to the applicable judicial nominating commission and to no other persons or entities, except that each candidate shall be informed by the President as to the vote tally applicable to that candidate. Except as provided herein, the results of the plebiscite shall remain confidential.

5. Administration by the Judiciary. The committee shall be concerned with the organization and study of the practice and procedures adhered to by members of the judiciary, in the administration of justice in those courts specified in subsection (3) hereof. In this connection, the committee shall have the duty to observe the conformity of the members of the Rules of Professional Conduct as adopted by the Court of Appeals of Maryland. The committee, from time to time, shall make such reports to the Board of Directors and to the Association as it may deem proper in connection with the foregoing, and the Board of Directors of the Association shall take such action thereon as it may deem appropriate and within its general power and authority.

Section D. Program Committee. The Program Committee shall have charge of all regular programs of the Association, shall arrange meeting places, procure speakers, and have general charge of the planning and carrying out of the social functions of the Association.

### **Article XI - Suspensions and Expulsions**

Section A. Any member failing to pay dues by October 1 shall stand suspended, and shall not be eligible for reinstatement except upon the affirmative vote of a majority of the Committee on Membership and the payment of all arrearages of dues, including dues accruing during the period of the suspension. The Board of Directors shall have power in its discretion to modify the foregoing rule in any case.

Section B. Disbarment or suspension of any member by any court in the state of Maryland shall automatically terminate membership in this Association. However, in the case of a suspension, the former member may apply for membership after the end of the suspension period. Such application shall be governed by the provisions of Article II and of Section A of Article X of these bylaws.

### **Article XII - Nominations and Elections**

Section A. (1) The President shall, at least 60 days prior to the annual meeting, appoint a Nominating Committee of three members, no more than two of whom may be members of the Board of Directors. The Nominating Committee shall nominate at least one candidate for each office to be elected at such annual meeting and at least one candidate for each of the seven elected members of the Board of Directors. Such nominations shall be forwarded by the chair of the Nominating Committee to the Secretary of the Association, and the latter shall cause a printed notice of such nominations to be prepared and mailed to each member of the Association. Such notice shall also set out in full the provisions of Section B of this Article. The Secretary shall cause to be made up and issued to each member of the Association at least 10 days prior to the annual meeting printed ballots containing the

names of all candidates proposed for each office and position, including on said ballots the names of those nominated by the Nominating Committee as well as the names of those who may be nominated under the provisions of Section B of this Article.

(2) Ballots shall be cast in person at the annual meeting or by mail so long as received by the Secretary by 5:00 p.m. on the day immediately preceding the annual meeting. The candidates receiving the largest number of votes shall be elected to each office and position. In the event that two or more candidates are tied in votes for one open office or position, there shall be a run-off election for that open office or position. All elections shall be conducted according to procedures established by the Board of Directors to assure to the extent practicable the utmost secrecy of the ballot and to encourage the greatest number of members to exercise their voting franchise.

Section B. In addition to the nominations to be made by the Nominating Committee for candidates for the offices and positions to be voted on at the annual meeting as provided for in Section A hereof, nominations may be made in the following manner:

Any member of the Association may nominate a candidate for any one or more offices and positions to be voted on at the annual meeting, provided such nominations be in writing and be filed with the Secretary of the Association at least 20 days before the annual meeting. Such written nominations must contain the name and written consent of each such candidate, must designate the office or offices for which such candidate shall be so nominated and must be signed by the member of the Association making such nominations.

Section C. In the event that only one candidate shall be nominated for each office and position to be filled at the annual meeting of the Association, and there is no contest by elected members of the Board of Directors, the Secretary shall not be required to prepare and issue to each member of the Association printed ballots containing the names of the candidates proposed for such offices as required by the provisions of Section A. Furthermore, in

such event, the Secretary shall be empowered to cast the ballot at the annual meeting for the nominated candidates.

#### **Article XIII - Amendment**

These bylaws may be amended by majority vote of the Board of Directors and ratified by either a majority of the membership voting in a mail ballot or by a majority of the membership present at any annual, stated or special meeting of the Association. It shall be the duty of the Board of Directors to consider such amendments as may be necessary or desirable to these bylaws, and, upon application in writing of at least 10 members of the Association, they shall consider and vote upon any proposed amendment to these bylaws. Notice of proposed amendments to these bylaws submitted to an annual, stated or special meeting for ratification shall be provided to the membership at least two weeks prior to any such meeting and shall be available for review upon request.

#### **Article XIV – Notice**

Any notices required by these bylaws may be sent by electronic means, including without limitation facsimile or email, as well as by ordinary postal mail. Attachments to notices may be attached to ordinary mail, electronic transmissions, or made available by reference to an accessible website by inserting the Web address in the notice.

Amended and Restated By-Laws: Adopted this 28th day of June, 2010.