

MIDDLESEX COUNTY BAR ASSOCIATION BY LAWS

ARTICLE I

Name and Location

This Association shall be called THE MIDDLESEX COUNTY BAR ASSOCIATION (hereinafter the "Association"), and its principal office shall be located in Woburn, Massachusetts.

ARTICLE II

Purposes

The Association is established to promote social interaction and good-fellowship among the members of the Bar; to revive and perpetuate its traditions; to encourage a more profound study of the law; to ensure conformity to a high standard of professional duty; to secure wise and prevent unwise legislation, and generally to further the administration of justice by aiding people in obtaining access to the judicial system and by promoting community public service among the legal community.

ARTICLE III

Membership

Section 1. Any member of the Bar of the Commonwealth of Massachusetts residing or practicing law in Middlesex County who is in good standing, may become a member of this Association by filing a written application at the office of the Association, along with the payment of the Association dues for the current year. Each person shall continue to be a member of the Association until death, suspension from the Bar, expulsion or resignation upon the annual payment of Association dues.

Section 2. Any Judge of the Supreme, Superior, Land, Probate and District Court, or any United States Court, residing or practicing in Middlesex County, and any current member of this Association who may hereafter be appointed to the bench of any court, shall be, while he/she shall hold said office, shall be an honorary member of this Association, and entitled to all its privileges except that of voting, and shall be exempt from the payment of annual or any other dues. The Council may by two-thirds vote, elect honorary members at any time.

Section 3. The Council of the Association shall be made up of the Officers, the Board of Directors and Past Presidents.

ARTICLE IV

Officers

Section 1. The Officers of the Association shall be the President, President-Elect, Vice

President, Treasurer and Secretary.

A. President. The President shall be elected annually at the annual meeting of the Association for a term of one year, but shall be eligible for re-election for an additional term of one year only. The President shall preside at all meetings of the Association and shall serve as Chair of the Executive Committee. The President shall select and appoint the Chair of each standing committee and fill any vacancies occurring therein, and may from time to time, appoint special and/or ad hoc committees, and shall report such appointments to the Executive Committee at its next meeting. The President shall be vested with full power to execute the duties imposed upon him/her as chief executive officer of the Association by the Council and the provisions of these by-laws.

B. President-Elect. The President-Elect shall be elected annually at the annual meeting for a term of one year, and shall remain in office until he/she succeeds the President. The President-Elect, in the absence of the President, shall perform the duties of the President. If the President should die, resign or cease to act during his/her tenure of office, the President-Elect shall become President. The President-Elect shall automatically become President upon the expiration of the term of the President. A person filling the unexpired term of the President may, at the expiration thereof, continue as President for a full term.

C. Vice President. The Vice President shall be elected annually, at the annual meeting for a term of one year, but shall be eligible for re-election for an additional term of one year. The Vice President shall perform such duties and have such powers as may be required by the President or the Acting President.

D. Treasurer. The Treasurer shall be elected annually, at the annual meeting of the Association, for a term of one year, but shall be eligible for re-election for an additional term of one year. He/she shall collect all monies due the Association, and by order of the Executive Committee or the Council, disburse the money of the Association. He/she shall keep proper books of account, make reports at the annual meeting of the Association, and when so required, to the President, Officers and the Board of Directors. His/her report shall be audited annually, before presentation to the Association, by at least three members of the Executive Committee. He/she shall bill all members of the Association for dues on an annual basis.

E. Secretary. The Secretary shall be elected annually, at the annual meeting of the Association, for a term of one year, but shall be eligible for re-election for an additional term of one year. He/she shall keep a record of all meetings of the Association. He/she shall notify all Officers, members of the Board of Directors, chairperson of committees and committee members of their election or appointment to their respective post. He/she shall issue the notices of all meetings and discharge such additional duties as may be required by the President, the Acting President.

ARTICLE V

The Council

Section 1. There shall be a Council which shall consist of the President, President-Elect, Vice

President, Treasurer, Secretary and the former Presidents of the Association along with the fifteen (15) members of the Board of Directors elected at large from the membership of the Association to serve a term of three (3) years, five to be elected at each annual meeting of the Association in alternating years.

Section 2. If a vacancy occurs in the office of the President-Elect, Vice President, Treasurer or Secretary, it shall be filled for the unexpired term by a member of the Council voted on by the Council at a meeting called for that purpose.

Section 3. Subject to the paramount power and authority of the members of the Association in Annual or Special meetings assembled, the Council shall have the sole and entire management of the Association, and of the income and property thereof; and shall have the sole and exclusive right of nominating and appointing and re-appointing such assistants, agents and servants as they may deem necessary or useful to the Association, and of removing them if they shall think fit, and shall prescribe their respective duties.

The Association should have at least ten (10) meetings per calendar year, which shall include but not be limited to the Annual Dinner/Banquet of the Association and the Annual Meeting. There shall be no regularly scheduled mandatory meetings in the months of July and August.

Special meetings of the Association may be called by order of the President at any time and shall be called on seven (7) days notice upon the written request upon the Secretary by five (5) members of the Council.

Should any Officer or Director of the Association be absent from four (4) successive meetings of the Association and/or six (6) meetings within the calendar year, the Council may remove that Officer or Director upon two-thirds vote of the Council.

Section 4. Vacancies in the Board of Directors shall be filled automatically by the individual who, during the most recent election, received the most votes yet was not elected or previously appointed.

Section 5. Except as otherwise provided herein, seven (7) members of the Council shall constitute a quorum.

ARTICLE VI

Elections

Section 1. At least two (2) months before the Annual Meeting of the Association, the President shall appoint a Nominating Committee, consisting of five (5) members of the Council who are not candidates for election or re-election, to nominate a President-Elect, Vice President, Treasurer and Secretary of the Association, and up to ten (10) candidates to fill five (5) vacancies on the Board of Directors.

The Secretary of the Association shall thereupon notify all members of the Association of the appointment of such Committee and invite them to send to him the names of such persons as

they may desire to propose for the consideration of the Committee for nomination as an Officer or the Board of Directors of the Association.

The Nominating Committee shall, at least one month before the Annual Meeting, make their nominations and send the same to the Secretary of the Association, who shall thereupon send a list of the nominees to all members of the Association and notify them that further nominations may be made in writing by any twenty-five (25) members of the Association, by sending such nomination(s) to the Secretary within ten (10) days from the date of the Secretary's Notice.

Section 2. The President-Elect, Vice President, Treasurer and Secretary of the Association and the elected members of the Board of Directors shall be chosen by ballot. Should the President-Elect decide not to accept the position of President then the office of President shall be open to ballot. Section 3. The Secretary shall send to each member, Notice of the Annual Meeting of the Association, at least ten (10) days before the time appointed for the meeting and shall send therewith a printed list of all the nominations (ballot) made as aforesaid and indicated thereon which are made by the Committee, together with a return envelope addressed to the Secretary. No ballots for persons other than those nominated as aforesaid shall be received or counted at the election. It should be indicated on the ballot that it need not be signed by the member voting in order to be valid and counted. Any member may send their ballot to the Secretary in the envelope provided and the Secretary shall be authorized and thereby directed to cast such ballot and/or vote(s) accordingly. No ballot shall be counted unless returned in the envelope provided by the Secretary of the Association.

In the event of a tie vote, the candidate who has been a member of the Association for the longest period of time shall be duly elected.

ARTICLE VII

Standing Committees

Section 1. There shall be the following Standing Committees:

A. Executive Committee: The Executive Committee shall consist of Seven (7) members, which shall include the President, President-Elect, Vice President, Treasurer, Secretary and two other members of the Board of Directors appointed by the President. The President of the Association shall be Chairperson of the Executive Committee. Appointment to the Committee shall be for a term of one year.

B. Banquet Committee: The President shall appoint the Chairperson of the Banquet Committee, and together they shall select a Committee made up from the Officers of the Association, members of the Board of Directors and the membership of the Association to serve. Appointment to the Committee shall be for a term of one year.

C. Continuing Legal Education Committee: The President shall appoint the Chairperson of the Continuing Legal Education Committee, and together they shall select a Committee made up from the Officers of the Association, members of the Board of Directors and the membership

of the Association to serve. Appointment to the Committee shall be for a term of one year.

D. Alternative Dispute Resolution Committee: The President shall appoint the Chairperson of the Alternative Dispute Resolution Committee, and together they shall select a Committee made up from the Officers of the Association, members of the Board of Directors and the membership of the Association to serve. Appointment to the Committee shall be for a term of one year.

E. Law Day Committee: The President shall appoint the Chairperson of the Law Day Committee, and together they shall select a Committee made up from the Officers of the Association, members of the Board of Directors and the membership of the Association to serve. Appointment to the Committee shall be for a term of one year.

F. Bench and Bar Committee: The President shall appoint the Chairperson of the Bench and Bar Committee, and together they shall select a Committee made up from the Officers of the Association, members of the Board of Directors and the membership of the Association to serve. Appointment to the Committee shall be for a term of one year. G. Lawyer Referral Committee: The President shall appoint Chairperson the Lawyer Referral Committee, and together they shall select a Committee made up of the Officers of the Association, members of the Board of Directors and the membership of the Association to serve. Appointment to the Committee shall be for a term of one year.

Section 2. Powers of Standing Committees:

A. Executive Committee: Subject to the paramount power and authority of the members of the Association in annual or special meetings assembled and of the councils, the Executive Committee shall be the Administrative Committee of the Association between meetings of the council, and shall have the power and authority to do and perform all acts and functions which the council itself might do or perform, unless otherwise limited by the council. A majority of the Executive Committee shall constitute a quorum.

B. Banquet Committee: The Banquet Committee shall be the Committee responsible for the administration, planning and running of the Association's Annual Banquet. The Committee shall have the responsibility for selecting venue, program, menu, guest lists, ticket sales, guest speaker and any and all other aspects of hosting the Annual Banquet.

C. Continuing Legal Education Committee: The Continuing Legal Education Committee shall be the Committee responsible for implementing and coordinating any and all legal education programs and/or seminars for the council, the members of the Association, the bar at large and/or the citizens of the Commonwealth, all scheduling, coordinating and implementing legal education programs and/or seminars shall be the sole function and responsibility of the Committee.

D. Alternative Dispute Resolution Committee: The Committee on Alternative Dispute Resolution shall be responsible for the implementation, coordination, administration and scheduling of the Associations Alternative Dispute Resolution program and the Middlesex County Bar Association Pro Bono Conciliation Program. The Committee shall operate the

program pursuant to the guidelines adopted by the council and shall coordinate scheduling of hearings and arbitrators/mediators for use by Members of the Bar.

E. Law Day Committee: The Law Day Committee shall be responsible for coordinating, scheduling and implementing a Law Day program in coordination with Judicial and Educational Administrations to provide members of the Association, the Bar at large and citizens of the Commonwealth with a designation day to celebrate the law and the legal system.

F. Bench and Bar Committee: The Bench and Bar Committee shall facilitate communication between the council, the Association, and members of the Bar at large with the Judiciary in Middlesex County. The Committee shall take and be authorized to take, all necessary steps to ensure open lines of communication between the council, the members of the Association and the Bar at large, to the Judiciary in Middlesex County.

Section 3. Ad Hoc Committees.

The President shall establish and appoint the chairperson and members of such additional ad hoc committee to advise and assist in supervising various activities of the Association as the President and/or the council shall determine, which may include but need not be limited to committees on public relations, by-laws, public education, charitable endeavors, long range planning and membership.

ARTICLE VIII

Affiliation

Any legally constituted Bar Association in Middlesex County which signifies a desire to affiliate with the Association by certificate of its Secretary duly authorized by Vote of its governing body, subject to the approval of this council, may become an affiliate Association. Thereafter, it may send a delegate to the meetings of this Association with privilege of voting.

ARTICLE IX

Meetings

The fiscal year of the Association shall coincide with the calendar year. The annual meeting of the Association shall be held on the third Saturday of January each year, at a time and place to be determined by the council. Special meetings may be called by order of the President at any time, and shall be called at any time upon the written request of twenty-five (25) members of the Association, which request shall be addressed to the Secretary. At such special meetings no business shall be transacted except such as shall be specified in the written notice for the call of the meeting. A notice of the annual meeting and notices of all special meetings, containing a statement of the business to be acted upon, shall be sent by the Secretary to each member of the Association, at least ten (10) days before the day fixed for said meeting. At any meeting nine (9) members shall constitute a quorum.

ARTICLE X

Dues

The annual dues for each calendar year shall be determined by a majority vote of the council on a yearly basis, payable during the month of January, and every member who has not paid the same by the close of that month shall be deemed to be in arrears. Annual dues shall not be apportioned. Any member who desires to join the Association at any time during a calendar year shall pay full annual dues for that calendar year, unless waived by majority vote of the council.

ARTICLE XI

Amendments

The Association may, at any meeting, by vote of two thirds of the members present, so long as a quorum exists, amend the by-laws provided that the subject matter of the proposed amendment is set forth in the notice calling such meeting.