

# BADC BY-LAWS

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# **PREAMBLE**

## **SECTION 1.NAME AND PRINCIPAL OFFICE.**

The name of the organization is The Bar Association of the District of Columbia, a nonprofit corporation incorporated in the District of Columbia, and referred to in these by-laws as the BADC. Its principal office shall be located in the District of Columbia.

## **SECTION 2.PURPOSES.**

The purposes of the Bar Association of the District of Columbia are to improve the professional lives of its members by creating opportunities for professional, civic, and personal growth and camaraderie, to increase access to justice, and improve the administration of justice in the District of Columbia.

## **SECTION 3.RESTRICTIONS.**

All policies and activities of the BADC shall be consistent with:

- i. Applicable Federal and D.C. laws and regulations
- ii. The BADC being organized as a not-for-profit corporation, with no part of its net earnings inuring to the benefit of any private individual.

# **ARTICLE I - MEMBERSHIP**

## **SECTION 1.CLASSES AND PRIVILEGES OF MEMBERSHIP.**

### **A. VOTING MEMBERS**

A voting member shall have all privileges of the membership in the BADC, including voting and holding elected office.

#### *1. ACTIVE MEMBER*

A member in good standing of the District of Columbia Bar may be admitted as an Active Member.

#### *2. LIFE ACTIVE MEMBER*

A member of the BADC who has attained 65 years of age and has been an Active member in good standing for not less than 15 continuous years shall be admitted as a Life Active member.

A Life Active member shall pay dues not to exceed 50% of the top dues category for Active members.

#### *3. FELLOWS MEMBER*

An Active member in good standing of the BADC, paying dues at a sustaining level and with privileges of membership established by the Board.

*4. FREE TRIAL MEMBER*

Lawyers whose original admission to any Bar is for less than one year as of the beginning of the BADC fiscal year are eligible for free trial membership in the BADC for one year. The Board may also authorize free trial memberships to introduce to other non-member lawyers the advantages of membership in the BADC, for up to one year.

**B. NON-VOTING MEMBERS**

A non-voting member shall have all the privileges of membership in the BADC, except those of voting and holding elected office.

*1. ASSOCIATE MEMBER*

A member in good standing of the Bar of the highest Court of any State or Territory may be admitted as an Associate member.

*2. LIFE ASSOCIATE MEMBER*

An Associate member of the BADC who has attained 65 years of age and has been a member in good standing for not less than 15 continuous years shall be admitted as a Life Associate member.

A Life Associate member shall pay dues not to exceed 50% of the top dues category for Associate members.

*3. HONORARY MEMBER*

Any lawyer of pre-eminent distinction in the legal profession may be elected as an Honorary member by the Board. An Honorary member shall be exempt from payment of dues. Honorary membership may be for a specified term of years or for the life of the Honorary member, as set by the Board.

By vote of the Board on March 12, 2002, all members of the judiciary presently serving as members of the Board, and such members of the judiciary as are proposed by the Nominating Committee as nominees for membership on the Board and who shall accept such nomination, are elected as Honorary Members.

*4. AFFILIATE MEMBERS*

Out-of-metropolitan-area members; and non-attorneys including paralegals, legal administrators, law librarians, law students, and others involved in the legal profession may become an Affiliate member upon terms specified by the Board.

**SECTION 2.ADMISSION PROCEDURES.**

All applicants must complete and sign an application form approved by the Board. Those who meet the qualifications for an established membership category and pay the appropriate dues will automatically be admitted to membership.

## **ARTICLE II - DUES**

### **SECTION 1. AMOUNT AND DUE DATE**

The annual dues shall be due on or before the first day of each fiscal year in such amounts as set by the Board. No dues shall be refunded unless paid in error. Dues and terms associated with said dues may be set, adjusted, discounted, and otherwise altered by the Board.

### **SECTION 2. DELINQUENCIES**

A member who fails to pay annual dues within sixty days after June 1 shall be deemed delinquent. Each delinquent member shall be notified in writing that unless the dues are paid within thirty days, the member shall be dropped from the rolls of the BADC.

### **SECTION 3. TEMPORARY DUTY WITH THE ARMED FORCES**

The annual dues of a member of the BADC called to temporary active duty with the Armed Forces shall be waived upon request of the member for the period of such duty.

### **SECTION 4. DUES PRO-RATION**

Dues for new members joining between November 1 and March 31 will be half of the appropriate yearly amount. New members paying full-year dues in April or May will be considered fully paid for the following fiscal year.

### **SECTION 5. LAW FIRM AND GROUP MEMBERSHIPS**

The Board may establish special dues levels for law firms or for groups.

This shall not otherwise affect the voting and non-voting status of membership as set forth in Article I.

# **ARTICLE III - OFFICERS, DIRECTORS, AND DELEGATES**

## **SECTION 1. ELECTED OFFICERS**

The elected officers of the BADC shall be a President, a President-Elect, a Secretary, a Treasurer and a Treasurer-Elect. They shall take office at the close of the annual meeting, and shall hold office until their successors take office.

## **SECTION 2. BOARD OF DIRECTORS**

The governing body of the BADC shall be the Board of Directors (“the Board”), consisting of:

- i. the Immediate Past President for a term of one year;
- ii. the elected officers of the BADC, for a term of one year;
- iii. ten at-large elected members, five of whom shall be elected at the annual election, for terms of two years each; and,
- iv. Three representatives of the Young Lawyers Section (“YLS”), whose selection shall be specified in the YLS by-laws.

## **SECTION 3. DELEGATES TO THE AMERICAN BAR ASSOCIATION**

The President and President-Elect shall serve as the delegates of the BADC to the American Bar Association to serve during the term prescribed by the American Bar Association. The Board shall appoint any additional delegates to which it may be entitled, for a term specified by the ABA.

## **SECTION 4. VACANCIES**

A vacancy occurring in the office of President shall be filled by the President-Elect, while retaining the office of President-Elect. A vacancy in any other office, or on the Board, or among the delegates to the ABA, shall be filled by appointment by the Board.

## **SECTION 5. POWERS AND DUTIES OF OFFICERS**

### **A. DUTIES GENERALLY**

All officers shall perform the duties prescribed by these by-laws and any additional duties as may be required by the Board. Officers do not receive compensation for their services, but may be reimbursed for expenses pursuant to Board policy.

### **B. PRESIDENT**

The President shall preside at all meetings of the BADC and its Board. The President shall appoint all committee chairs and shall have the power to remove a chair of a section or committee where the chair fails or refuses to perform the duties required.

### **C. PRESIDENT-ELECT**

The President-Elect shall perform such duties as are assigned by the President, and when necessary, shall act in place of the President.

The President-Elect shall succeed to the office of President upon completion of the term of the President.

### **D. SECRETARY**

The Secretary shall be responsible for the following:

- i. maintain a record of the proceedings of all meetings of the Board and of the membership;
- ii. notify officers and Board members of their election;
- iii. maintain a roll of BADC members;
- iv. issue notices of all meetings of the BADC and of the Board;
- v. perform all duties imposed under these by-laws and as otherwise assigned by the Board.

### **E. TREASURER AND TREASURER-ELECT (DUTIES, REPORTS, AUDIT, BOND)**

The Treasurer and Treasurer-Elect shall be custodian of all funds and securities belonging to the BADC and shall recommend to the Board policies regarding the investment of the funds of the BADC as well as the annual budget.

The Treasurer or Treasurer-Elect shall report in writing on the financial status of the BADC at each meeting of the Board and of the Executive Committee. Regular accounts shall be kept and be open to inspection by any member of the Board or the Executive Director.

The accounts shall be audited annually by a certified public accountant appointed by the Board. A copy of such audit shall be distributed to the Board, and made available to the membership as soon as the audit is completed.

The Treasurer, Treasurer-Elect and all others with access to the funds of the BADC shall be bonded in such amount and with such conditions and sureties as the Board designate.

The Treasurer or Treasurer-Elect shall act as Secretary in the Secretary's absence.

## **SECTION 6. POWERS AND DUTIES OF THE BOARD**

### **A. GENERALLY**

The Board, in addition to other powers herein conferred, shall have control of all assets and property of the BADC; shall have power to invest, appropriate, and expend the money thereof; shall have the power to declare a temporary or permanent vacancy as referred to in Article III, Section 4; shall provide for such management employees as it may from time to time deem necessary; and shall have the general management and supervision of the affairs of the BADC, with power and authority to make appropriate regulations not inconsistent with the Articles of Incorporation and these by-laws.

The Board shall have no power to make any contracts binding personally upon any member of the BADC.

A conflict of interest, as determined by the Board, shall disqualify a member from voting upon matters in which the conflict exists.



**B. MEETINGS**

Members of the Board shall confer and/or meet at least bi-monthly from September through June.

**C. QUORUM**

A quorum of the Board shall be one-third of its members.

**D. TERM LIMITS**

No Board member may serve more than two consecutive terms in the same capacity/title.

**E. EXECUTIVE COMMITTEE**

*1. MEMBERSHIP*

The Executive Committee shall be composed of:

- a. the elected officers of the BADC,
- b. the Immediate Past-President,
- c. One of the Young Lawyers Section’s representatives appointed by the President.

*2. POWERS*

During the intervals between the meetings of the Board, the Executive Committee, subject to the powers, limitations, and procedures established by these by-laws, may exercise all of the powers of the Board in the management and supervision of the affairs of the BADC.

The Executive Committee may exercise the powers of the Board in all matters which the President refers to the Committee as requiring immediate consideration and decision prior to the next Board meeting, or which the Board refers to the Committee for consideration and decision on behalf of the Board.

*3. LIMITATIONS*

The Executive Committee shall be subject to the following express limitations:

- a. It may not incur any obligation on behalf of the BADC in excess of \$5000.
- b. It may not dispose of any property of the BADC for less than its fair market value.
- c. It may not fill vacancies on the Board or in any office or other elective position of the BADC.
- d. It may take no action contrary to action taken on the same subject matter by the Board within the preceding two years, unless authorized by the Board.
- e. It may take no action on any subject matter as to which it has been expressly forbidden by the Board to act.

*4. PROCEDURES*

- a. The Executive Committee may act either:
  - 1. by unanimous consent, obtained by [a telephone, fax or e- mail] poll taken at the request of the President; or,
  - 2. by a majority vote of those present at a meeting held in person and/or via telephone, video, and the like upon at least three days’ advance notice to all members of the Committee;

except that, as to matters requiring urgent consideration, lesser notice to all members (including reasonable attempts to contact all members) shall be sufficient if deemed by the President to be fair in the circumstances.

- b. At all meetings of the Executive Committee, a majority of the members of the Executive Committee shall constitute a quorum and action shall be by a majority vote of those members present, including the President, who shall have a vote.
- c. The Executive Committee shall designate a secretary for each meeting who shall make a written record of all actions taken at the meeting and shall report those actions to the next meeting of the Board.
- d. All actions taken by the Executive Committee shall be reported to the next meeting of the Board.

## **SECTION 7. CHIEF ADMINISTRATIVE OFFICER**

The Board may appoint an Executive Director who shall act as the chief administrative officer to:

- i. oversee the staff and office of the BADC,
- ii. coordinate the functions of the various committees and Sections,
- iii. assist in preparing the annual budget and conducting various meetings and social events, and
- iv. perform such other duties and functions as shall be assigned by the President, the Board, or the Executive Committee.

## **ARTICLE IV - COMMITTEES AND SECTIONS**

### **SECTION 1. GENERAL**

The work of the BADC may be assigned to such Sections and committees as the Board may establish. There shall be a Young Lawyers Section, with its own by-laws approved by the Board, for members who meet the qualifications of YLS membership.

### **SECTION 2. COMMITTEE APPOINTMENTS AND ABSENCES**

The President shall appoint the chairs of the committees of the BADC. Additional committee members may be selected by the respective committee chairs.

The absence of a member of a committee from two successive meetings of the committee without justifiable cause may be considered by the chair as the resignation of that member from the committee.

The chair of each committee shall furnish the Board with a written annual report.

### **SECTION 3. JURISDICTION OF COMMITTEES AND SECTIONS**

The jurisdiction of each committee and Section not detailed in these by-laws shall be determined by the Board. It shall be the duty of each committee and each Section to recommend a change in its jurisdiction whenever such action seems indicated.

## **SECTION 4.COMMITTEES**

### **A. COMMITTEESGENERALLY**

The Board may establish or abolish the various committees as it deems appropriate.

The President annually shall designate one member of each committee as its chair or two members as its co-chairs.

### **B. JUDICIAL AND PUBLIC APPOINTMENTS COMMITTEE**

#### *1. COMPOSITION*

There shall be a Judicial and Public Appointments Committee (“JPAC”) consisting of seven members of the BADC who shall be selected by the President and confirmed by the Board.

The term of office of a member of the JPAC shall be three years. A vacancy in the JPAC prior to the expiration of any term shall be filled by the President for the unexpired portion of the term.

#### *2. RECOMMENDATION OF NOMINEES FOR APPOINTMENT*

Whenever an appointment to any court or public office is under consideration, the JPAC may recommend to the Board, after such investigation, consultation, and solicitation of suggestions as may be appropriate, the names of persons who in the judgment of the JPAC are best qualified for the office.

## **SECTION 5. – POWERS AND DUTIES OF SECTIONS**

### **A. CREATION AND JURISDICTION**

In addition to the Young Lawyers Section, there shall be such Sections as may be created or eliminated by the Board. The jurisdiction of each Section not set forth in its by-laws shall be determined by the Board. Each Section shall recommend a change in its jurisdiction whenever such action seems indicated.

### **B. BY-LAWS**

Each Section shall have the power to adopt and amend by-laws, not inconsistent with the by-laws of the BADC, upon approval of the Board. Such by-laws or amendments thereof shall become effective when approved by the Board.

Each section may define by its by-laws the qualifications for its membership.

### **C. DUES**

The enrolled members of any Section of the BADC may be required to pay annual Section dues in such amount and for such purpose as the Section, with the approval of the Board, or the Board acting on its own initiative may from time to time approve.

### **D. ANNUAL REPORT**

The chair(s) of each Section shall furnish the Board with a written annual report.

## **SECTION 6. ACTIONS BY SECTIONS AND COMMITTEES**

- i. No Section or committee may speak for or contractually bind the BADC without prior authorization by the Board.
- ii. No Section or committee shall file any brief or take any position before a judicial, legislative, or administrative body without the prior approval of the Board.

## **SECTION 7. REPORTS BY SECTIONS AND COMMITTEES**

### **A. REQUESTED REPORTS**

Each Section and committee shall report from time to time to the Board at the Board's request, and at least annually.

### **B. ACTIONS AND DISSENTS**

Final action, binding upon the BADC, may be taken by the Board on all Section and committee reports unless one-third of the members of the reporting committee or Section's council notify the Board in writing that they dissent from the report of their Section or committee. Upon receipt of such a notification, the Board shall refer the Section or committee report together with its recommendation thereon to the BADC for its action.

Each Section and committee with the approval of the Board shall take such steps as may be appropriate to make effective the final action of the Board or the BADC.

## **ARTICLE V - MEETINGS OF THE BADC**

### **SECTION 1. ANNUAL MEETING**

There shall be an Annual Meeting of the BADC, on a date determined by the Board.

### **SECTION 2. STATED MEETINGS**

Stated meetings of the BADC shall be held as determined by the Board.

### **SECTION 3. SPECIAL MEETINGS**

Special meetings of the BADC may be called at any time by a majority of the Board, and shall be called by the Secretary upon the written request of twenty active members, specifying the purpose of such call, provided that no special meeting of the BADC may be called to reconsider any action taken by the membership within nine months unless two-thirds of the Board affirmatively vote that the calling of such a meeting will be in the best interest of the BADC.

At special meetings of the BADC, only the business specified in the call may be transacted. Such business shall be considered in the order listed in the call unless otherwise ordered at the meeting.

## **SECTION 4. QUORUM**

At any meeting of the BADC the presence of thirty voting members shall be necessary to constitute a quorum.

## **SECTION 5. NOTICE OF MEETINGS**

First notice of not less than five days of every Annual, stated, or special meeting of the BADC shall be given in writing at the direction of the Secretary to each member eligible to vote.

Such written notice shall state the subject matter of business to be considered at the meeting.

## **SECTION 6. PARLIAMENTARY RULES**

The Parliamentary rules of practice contained in Roberts' Rules of Order, as revised, shall govern the BADC in all cases to which they are applicable and in which they are not inconsistent with the by-laws or the special rules of order of this BADC.

## **ARTICLE VI - NOMINATIONS AND ELECTIONS**

### **SECTION 1. NOMINATING COMMITTEE**

#### **A. ELECTION OF COMMITTEE**

Not later than two months prior to the Annual Meeting of the BADC, four Active Members, at least one of whom shall be a member in good standing of the Young Lawyers Section, shall be designated by the Board to serve as the Nominating Committee.

#### **B. EX OFFICIO**

In addition to the Nominating Committee, the Immediate Past President, President, and the President-Elect shall also be members *ex officio* of the Election Committee. The Immediate Past President shall serve as chair of the Election Committee, unless the Election Committee votes to the contrary.

#### **C. ELIGIBILITY**

Except for the President, Immediate Past President, and the President-Elect, no Election Committee member who previously served as a member of the Election Committee within the preceding three years shall be eligible to serve on the Election Committee and no Election Committee members may be nominated to run for election.

### **SECTION 2. DUTIES PERTAINING TO NOMINATIONS**

#### **A. OFFICERS**

The Election Committee shall nominate at least one and not more than three Active members for the offices of President-Elect, Secretary, and Treasurer-Elect.

**B. DIRECTORS**

The Election Committee shall nominate at least one and not more than three Active members for each position of Director to be filled at the ensuing election.

**C. FOUNDATION TRUSTEES**

The Election Committee shall nominate at least one and not more than three Active members for each position as Trustee of the Foundation of the BADC, to be filled at the ensuing election. There must always be at least one more candidate than position(s) available.

**SECTION 3. NOTIFYING MEMBERS OF NOMINATION PROCESS**

BADC members will be notified of the call for nominations and the election process.

**SECTION 4. OTHER NOMINATIONS**

Nominations in addition to those made by the Election Committee may be made in writing over the signatures of not less than thirty voting members, by providing such nominations to the Secretary no later than the deadline set by the Election Committee.

**SECTION 5. VOTING**

**A. BALLOT**

Voting shall be conducted under the direction of the Secretary. A formal ballot shall be prepared containing the names of all nominees, listed in alphabetical order, for the respective positions and indicating the number to be voted for.

**B. SCHEDULE**

At least three weeks before the date of the Annual Meeting, the BADC shall distribute to each voting member in good standing a ballot, voting instructions, and notification of the deadline for submission of the completed ballots.

**C. REGULATIONS**

The Secretary shall comply with such other regulations as the Board may have adopted, including provisions to insure secrecy of the votes and to prevent use of the ballots by persons ineligible to vote.

For votes to be valid, they must be received within the time set by the Board for reviewing the votes and must comply with the procedures set forth in the voting instructions.

**SECTION 6. ELECTION BOARD**

**A. MEMBERSHIP**

The Board shall name at least three voting members of the BADC in good standing to serve on the Election Board, and shall name one of those three voting members to act as chair.

## **B. DUTIES AND APPEALS**

The Election Board shall have charge of reviewing the counting of the votes and may utilize such assistance in reviewing and counting the votes as the Board may authorize or direct.

All questions regarding the voting and the validity of the votes shall be decided by the Election Board, subject to appeal to the Board, whose decision shall be final.

## **SECTION 7. ELECTION RESULTS**

To be valid, a vote must be received by the deadline set for submission of completed ballots as described in Article VI, Section 5B.

Candidates shall have one business day from the date on which they are alerted of the election results to bring a written appeal to the Election Board, which will confer and consider the appeal.

Candidates may further appeal the decision of the Election Board to the Board within two business days of the Election Board's decision.

The candidates receiving the highest number of votes for their respective offices shall be declared duly elected. The results of the voting shall be announced by the chair of the Election Board as soon as the ballots are fully counted and any appeals resolved.

## **ARTICLE VII - SUSPENSION AND EXPULSIONS**

Disbarment by final court action by any jurisdiction in which a member is licensed or final conviction of a felony shall *ipso facto* be followed by expulsion from the BADC, and suspension by final court action by any jurisdiction in which a member is licensed shall *ipso facto* be followed by suspension for a like period in the BADC.

Upon reinstatement to the bar of the licensing authority, such member may notify the BADC and automatically be reinstated to membership in the BADC.

## **ARTICLE VIII - REFERENDA**

### **SECTION 1. SUBJECTS OF REFERENDA**

When instructed to do so by the Board, or upon receipt of a request in writing signed by forty voting members of the BADC, the Secretary shall conduct a referendum upon:

- i. any question placed before the BADC by motion or resolution at an Annual, stated, or special meeting of the BADC;
- ii. any issue determined by the Board within the preceding three months which is subject to approval or disapproval by the BADC;
- iii. any matter which has been pending before the Board and has not been acted upon within three consecutive meetings of said Board; and
- iv. any proposal to amend the by-laws of the BADC.

## **SECTION 2. RULES AND REGULATIONS FOR REFERENDA**

The Board shall prescribe rules for conducting such referenda and announcing the results thereof.

## **SECTION 3. REQUISITES**

No referendum vote shall be deemed to be a vote of the BADC unless a minimum of fifty votes shall have been filed in accordance with the prescribed rules.

A majority of the votes cast in any referendum shall constitute the vote of the BADC on the matter covered by the referendum to the same extent as if the vote had been taken in an assembled meeting of the BADC, except that the by-laws of the BADC shall not be amended unless two-thirds of the votes cast favor the proposed amendment(s).

## **ARTICLE IX - FISCAL YEAR**

The fiscal year of the BADC shall be June 1 through May 31.

## **ARTICLE X - INDEMNIFICATION**

The BADC shall indemnify any current or former officer, director, section executive council member, committee chair, or staff, insofar as she or he—by reason of being, or having been, in that capacity is made a party to any pending or threatened legal action, suit, or proceeding, or an appeal therefrom.

This indemnification is against all costs – to the extent permitted by law, but excluding the indemnified party's remuneration or salary – for which that party may become legally obligated to pay by reason of any wrongful act of breach alleged to have been committed in his or her actions, capacity or discharge of official duties.

However, fraud, dishonesty, or intent to cause harm are excluded from indemnification if a judgment or final adjudication establishes that such acts were material.

Costs incurred by the party who seeks indemnification, but prior to written notification to the BADC, shall not be indemnified.

Further, indemnification shall be contingent on full subrogation of the party's legal defense to the BADC or its insurance carrier, if any.

In addition, this indemnification shall only be supplemental to the professional liability coverage maintained by the party seeking indemnification.

Finally, no party seeking indemnification shall admit liability or settle any claim, or incur any costs, without prior written consent of the Board.



# ARTICLE XI - AMENDMENTS TO BY-LAWS

## SECTION 1. PROCEDURE

These by-laws may be amended:

- i. At the Annual or any stated meeting of the BADC, by a two-thirds vote of voting members in good standing present, or,
- ii. By a referendum vote as provided for in these by-laws.

## SECTION 2. MODIFICATION OF AMENDMENTS

Upon consideration of any proposed amendment at meetings of the BADC, amendments thereto and substitutes therefor may be offered and voted upon at the meeting, except that a material modification to a proposed amendment may not be voted upon unless and until the modification has been noticed and subscribed as set forth in Section 1(A), above.

Adopted by vote of the Members this 1st day of May, 2017

By:

Erin M. Dunston  
President



Attest:

Matthew L. Fedowitz  
Secretary

