

THE BARNSTABLE COUNTY BAR ASSOCIATION

ARTICLE I Name and Location

The name of the Corporation, hereinafter called the "Association", shall be "The Barnstable County Bar Association" and its principal office shall be located in the Town of Barnstable, County of Barnstable, in the Commonwealth of Massachusetts.

ARTICLE II Mission and Purpose

The missions and purposes of the Association are to promote and uphold a high standard of professional conduct and duty, to facilitate the administration of justice, to facilitate social interaction among the members of the Bar, and to facilitate education of the Bar.

ARTICLE III Membership

Section 1. Any member of the Bar of the Commonwealth of Massachusetts who is in good standing may become a member of the Association upon filing a written application with the secretary, together with the recommendation of a member of the Association, and upon payment of the Association dues for the current year. The Secretary shall have full authority to determine all questions of eligibility of membership.

Section 2. The expulsion of a member, other than for non-payment of dues, shall only be for cause and be determined only upon the majority of the members of the Executive Committee present and voting at a duly called meeting of the Executive Committee.

Section 3. Honorary members may be elected by the unanimous vote of the Executive Committee of the Association and shall be exempt from dues but shall not be entitled to vote at meetings of the Association.

ARTICLE IV DUES

Section 1. Members of the Association shall pay annual dues to the Treasurer on such day and in such amount(s) as shall be determined from time to time by the Executive Committee.

Section 2. Dues for persons found by the Executive Committee to be unable to engage in the regular practice of law because of physical inability or advanced age and who have previously made meaningful contributions to the affairs of the Association may be waived by the Executive Committee.

Section 3. Any member in arrears of dues for more than ninety (90) days may be dropped from the roll of membership upon vote of the majority of the members of the Executive Committee present and voting at a duly called meeting of the Executive Committee. The Executive Committee shall have the right to waive or cancel any obligation for dues for cause shown.

ARTICLE V

Meetings

Section 1. The Annual Meeting of the Association shall be held in June of each year at such hour and place as may be fixed by the Executive Committee, and written notice of the same shall be given to each member by the Secretary no less than seven (7) days before said meeting.

Section 2. Special meetings may be called by the President or by the Executive Committee when deemed advisable, or shall be called by the Secretary upon the written request of not less than five (5) members. Seven (7) days' written notice of any special meeting shall be given to each member by the Secretary, stating the object of the meeting, the matters to be acted upon, and by whose order the meeting has been called.

Section 3. Twenty-five (25) members shall constitute a quorum for the transaction of business at any annual or special meeting.

Section 4. Five (5) members of the Executive Committee shall constitute a quorum and a majority of the members of any special or standing committee shall constitute a quorum. Affirmative action by all committees shall be taken only on a vote of not less than the majority of such quorum.

ARTICLE VI

Officers

The Officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. All officers with the exception of the President shall be elected at the annual meeting of the Association by a majority of the members present and voting and shall hold office for one year terms up to two consecutive terms, or until their successors are chosen and qualified. In the event that the office of Vice President is vacant and the current President is serving the unexpired term of the prior President, the President shall also be elected at such annual meeting.

ARTICLE VII

President

The President shall preside at all meetings of the Association and shall be Chairman of the Executive Committee. The President shall hold office for a one year term up to two consecutive terms, or until his/her successor is chosen and qualified. The

President shall appoint all standing committees and such other committees as the Association or the Executive Committee may direct. The President may, from time to time, appoint special committees and shall report such appointments to the Executive Committee at its next meeting. The President shall designate the chairperson of each committee provided for in these By-Laws and shall fill all vacancies in such committees.

A person serving as President to fill a vacancy for an unexpired term shall continue as President for the next succeeding full term.

ARTICLE VIII

Vice President

The Vice President shall have been an Officer or Executive Committee member in the term preceding his/her election. It shall be the duty of the Vice President to render every assistance and cooperation to the President. The Vice President, in the absence of the President, shall perform the duties of the President and shall automatically fill any vacancy in the office of President. The Vice President shall automatically become President at the election held at the annual meeting at the end of the year of his election, unless the President is elected for a second consecutive term.

In the event of death, resignation, disability or ineligibility of the Vice President, or in the event that he/she shall become President to fill a vacancy for an unexpired term, the Executive Committee shall declare the office of Vice President vacant for the unexpired term.

ARTICLE IX

Executive Committee

Section 1. The Executive Committee shall consist of fifteen (15) members, including the foregoing officers, the past President and ten (10) members to be chosen by the Association.

Section 2. The Executive Committee shall perform all the duties usually incumbent upon a Board of Directors, not inconsistent with the law and these by-laws, unless otherwise directed by vote of the Association. It shall have general charge and direction of the affairs of the Association and is empowered to fill vacancies in its number or in any other office of the Association. It shall audit the Treasurer's books and reports and make a report to the Association at the annual meeting.

ARTICLE X

Treasurer

Section 1. The Treasurer shall collect and, by order of the Association or the Executive Committee, shall disburse the monies of the Association. The Treasurer shall keep proper books of account, make reports to the Annual Meeting of the Association, and, from time to time, to the Executive Committee whenever so required. The Treasurer

shall discharge such other duties as may be required of him/her by the President, the Association or the Executive Committee.

Section 2. The Treasurer shall present to the Executive Committee a report of the administration of his/her office for the period ending with the thirtieth day of June of each year and in addition a report covering such further period until his successor is elected. Said report shall be presented on or before the expiration of sixty (60) days from the end of the period covered by the report.

ARTICLE XI

Secretary

The Secretary shall keep a record of all proceedings of the Association, and shall notify officers and members of committees of their election or appointment. The Secretary shall issue the notices of all meetings, and shall keep the seal of the Association. The Secretary shall discharge such other duties as may be required of him/her by the President, the Association or the Executive Committee. The Secretary shall have all the powers and the title of Clerk.

ARTICLE XII

The Committees

The following standing committees shall be appointed by the President:

- (a) Seminar Committee
- (b) Social Committee
- (c) Membership Committee
- (d) Nominating Committee
- (e) Bench and Bar Committee
- (f) Family Law Committee
- (g) Law Day Committee
- (h) Newsletter Committee
- (i) Pro-Bono Committee
- (j) ADR Committee

The Chairperson or a designated representative of any of the committees, may participate in discussion of all issues coming before the Executive Committee for vote at regularly scheduled meetings, but may not vote unless such individual is a member of the Executive Committee.

ARTICLE XIII

Nominating Committee

The President shall, in March of each year, appoint a five (5) member nominating Committee, to report to the Executive Committee in May, and present nominations to the membership at the Annual Meeting in June, a slate of officers and Executive Committee members to take office as of the Annual Meeting.

The Committee shall, as nearly as possible, consist of a person who served as President of the Association within the last five years, a member who practices law in the Upper Cape area, a member who practices law in the Lower Cape area, and two members who practice law in the Mid Cape area. The President, or the Executive Secretary of the Association, shall provide the Committee with attendance records of the present Officers, Executive Committee members, and Committee Chairpersons and further writings concerning the contributions of members in the activities of the Association as the President or Executive Secretary considers helpful to the deliberation of the Committee.

The nominating Committee shall consider among other factors, participation in activities of the Association, general public and charitable service, and location of practice.

ARTICLE XIV

Fiscal Year

The fiscal year shall end on June 30th of each year.

ARTICLE XV

Indemnity

The Association shall, to the extent legally permissible, indemnify each person who may serve or has served at any time as a President, Vice President, Treasurer, Secretary, member of the Executive Committee of the Association, Chairperson or member of a committee of the Association, or who at the request of the Association has or may serve at any time, as a fiduciary, trustee, officer or director of any trust, project, corporation, or undertaking of the Association, against all costs and liabilities including counsel fees reasonably incurred by or imposed upon such person in connection with any proceeding in which such person may become involved by reason of serving or having served in such capacity.

The payment of any indemnification or advance shall be conclusively deemed authorized by the Executive Committee of the Association under this Article and the members of the Executive Committee shall be wholly protected having relied on the authority created hereunder. The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of an indemnified person entitled to indemnification hereunder.

ARTICLE XVI
Amendment

The By-Laws may be amended, altered or repealed at any legal meeting of the Association by a two-thirds vote of the members present and voting, provided that notice of such proposed change is in the call for the meeting.

ARTICLE XVII
Dissolution

In the event that for any reason the Association shall be dissolved, the assets of the corporation, after payment of reserve for any liabilities, shall be distributed to such organization or organizations as the Executive Committee shall determine, which shall serve the highest interests of the legal profession and contributions to which shall be tax deductible for federal income tax purposes. By way of illustration, not of limitation, organizations such as the Massachusetts Bar Foundation may be chosen by the Executive Committee. No assets of the Association shall in any event be distributed to, or inure to the benefit of, any member of the Association upon its dissolution.

I certify that the above _____ pages represent a true and accurate copy of the By-Laws of The Barnstable County Bar Association.

Dated:

, Clerk