

HARFORD COUNTY BAR ASSOCIATION

BY-LAWS

As Amended May 8, 2013

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ARTICLE I - NAME

This Association will be known as "The Harford County Bar Association, Inc."

ARTICLE II - PURPOSE AND OBJECTIVES

The Association is established to advance the science of jurisprudence; to promote and support the professional development of lawyers in Harford County, Maryland; to facilitate the due administration of justice; to promote reform in the law; to uphold the standards of integrity, honor and courtesy in the legal profession; to encourage legal education; to cultivate a spirit of cordiality and camaraderie among the members of the Bar; to promote a good relationship and understanding between the Association and the general public; and to improve the standards of the Bar in all respects.

ARTICLE III - MEMBERSHIP

(a) Any attorney who is a member in good standing of the Harford County Bar Association at the time of its Incorporation, and thereafter any attorney having been sworn in before the Maryland Court of Appeals and who is in good standing, and who either lives in Harford County or practices law in Harford County, may become a member of the Harford County Bar Association, Inc. by filing an application for the same and upon recommendation of the Committee on Admissions and Membership or two-thirds (2/3) vote of the members who are present at any meeting overruling an adverse recommendation of the Admissions Committee, and by paying current annual dues, a member will be entitled to hold office in the Association, to vote at Regular or Special Meetings and become chairperson of any standing committee. Only those "Qualified" members who maintain an office and regularly practice law (minimum of thirty-five (35) hours per week) in Harford County will be entitled to vote on judicial nominations or By-Law amendments.

(b) Any person who is or has been a judge of any court of record, master in chancery or administrative law judge who resides in Harford County and who is licensed to practice law in Maryland by the Court of Appeals may be a member.

(c) It will be the responsibility of every member to notify the Treasurer, Secretary and the Chairperson of the Committee on Admissions and Membership of any changes to his or her membership status.

(d) Emeritus membership:

There will be a category of membership known as Emeritus membership. The privileges of Emeritus membership will include entitlement to vote on judicial nominations and By-Law amendments. A member may nominate for Emeritus membership any (a) lawyer who has maintained an office in Harford County and regularly practiced law (minimum of 35 hours per week) and who is retiring or has retired from the practice of law or (b) a disabled person who practices law in Harford County. The Committee on Admissions and Membership will consider any nominee and make a recommendation as to Emeritus membership to the Association. Upon recommendation, the members of the Association may elect a nominee to Emeritus Membership by a majority of those present at any meeting voting affirmatively. The Committee on Admissions and Membership may recommend withdrawal of Emeritus Membership for cause, which recommendation will be decided by a majority vote of the members of the Association present and voting.

(e) Law School students and graduates, who have not been sworn in before the Court of Appeals, may be members of the Harford County Bar Association upon application and payment of two-thirds (2/3) of the annual dues. They are not entitled to vote at meetings but may be Committee members. They will not be a "Qualified Member" nor a Committee Chairperson.

ARTICLE IV - OFFICERS

(a) The officers of the Association will be a President, who will be ineligible for re-election upon the expiration of the term; a President-Elect, a Secretary, and a Treasurer, all of whom will be elected at the Annual Meeting by the majority of votes cast by the members eligible to vote at such Annual Meeting; and such officers will hold their offices for one year or until their successors are duly elected at the next Annual Meeting and sworn in. The term of office begins on the date the Maryland State Bar Association's officers will take office. Any vacancies will be filled by the Executive Council who will manage the affairs of the Association for the benefit of its members. In the case of a vacancy in the office of the President, the President-Elect will assume the duties of President.

(b) The President, the President Elect, the Secretary, and the Treasurer, together with seven (7) other members, will constitute an Executive Council of eleven (11). The seven additional members of the Executive Council will consist of the immediate past President and six other members (the "Members at Large") who will be elected at the Annual Meeting of the Association by the majority of votes cast by members present. The Members at Large will serve three (3) year staggered terms on a rotating basis with two (2) positions available each year. A vacancy in a Members at Large position will be filled by the Executive Council for the remaining unexpired term.

(c) At the termination of the term of the President, the President-Elect will, without further action by the membership, become the President and be succeeded by a new President- Elect, to be elected at the Annual Meeting of the Association.

(d) Removal of Officers or Executive Council members.

Any officer or Executive Council member may be removed from his/her elected position by a 2/3 vote of the Executive Council present at any meeting, provided a quorum will then be present, and provided further that notice in writing will have been forwarded to the Executive

Council and the officer or an Executive Council member charged for removal at least ten (10) days prior to said meeting. Removal will be for cause, or failure to pay dues.

(e) Members of all committees will commence their duties immediately upon their appointment and will continue until their respective successors will take office or upon resignation from the committee.

ARTICLE V - DUTIES OF OFFICERS

(a) President-President Elect. The President, or, in his absence, the President Elect, will preside at all meetings of the Association and of the Executive Council and will appoint chairpersons and the members for all committees and for any special committee.

(b) Secretary. The Secretary will keep the minutes of all meetings, including the Executive Council, will be responsible for all records and correspondence of the Association, and will perform the usual duties of such office.

(c) Treasurer. The Treasurer will supervise and control the financial activities of the Association, make and receive all collections of monies due the Association from dues or otherwise, and will disburse all funds as required, and will supervise the keeping of regular accounts and make the Annual Report of the same to the Association and to the Executive Council, as may from time to time be requested. The Association will have the right by proper vote and Resolution to require the Treasurer to give a bond, the costs of such suretyship to be paid by the Association. All funds of the Association will be deposited in the Association's name in such bank or other financial institution as the Executive Council may direct, and, in the absence of such direction, as selected by the Treasurer.

ARTICLE VI - EXECUTIVE COUNCIL

The Executive Council will manage and control the business, property and affairs of the Association, subject to the provisions of the Articles of Incorporation and these By-Laws, and

will be vested with the title to all its property, as Trustees thereof. The Executive Council may exercise all of the powers of the Association, except those powers conferred on or reserved to the members of the Association by these By-Laws, with full power to transact the business of the Association and to do and perform all things necessary, in the Executive Council's judgment, to carry out the objects of the Association. The Executive Council will prepare and propose to the membership any Amendments to the By-Laws it deems appropriate. Such proposed Amendments will be adopted in the manner provided by the By-Laws. The Executive Council will have the power to accept the act of incorporation for and on behalf of the corporation and all its members. Appropriations of Association funds for officer, committee or other expense will be made by the Executive Council. Any liability for expenses incurred by an Association officer or committee in excess of the appropriation authorized by the Executive Council will be the personal liability of the person or persons responsible for incurring or authorizing the same.

ARTICLE VII - ELECTIONS

Individuals who are nominated for office will be deemed automatically elected if their office is not contested. Any contested elections will be by secret ballot. The officers elected will enter upon their duties on the same date that the officers of the Maryland State Bar Association will take office, provided that all elected officers will continue to function in their official capacities until their successors are elected and qualified.

ARTICLE VIII - COMMITTEES

The following Standing Committees, comprising at least three members of the Association, will be appointed by the President, which will hold office until their successors are appointed, to wit:

- (a) A Committee on Continuing Legal Education
- (b) A Committee on Bar Activities and Public Relations
- (c) A Committee on Social Activities
- (d) A Committee on Admissions and Membership
- (e) A Committee on Judicial Appointments
- (f) A Committee on Bench-Bar Liaison

- (g) An Audit Committee
- (h) A Committee on Biography, Portrait, and History
- (i) A Committee on Articles of Incorporation and By-Laws
- (j) A Committee on Technology
- (k) A Committee on Court House Records
- (l) A Committee on Nominations for Elections
- (m) A Committee on Nominations for Awards
- (n) A Committee on Young Lawyers

Each standing Committee will submit a report in writing to the President at least thirty days before the Annual Meeting, and a general summary of such reports may be given by the President at the Annual Meeting.

In addition to the above-mentioned Standing Committees, the President will appoint such additional Special Committees as the President may deem appropriate and expedient for the efficient operation of the Association. Any such Special Committee will be appointed for one (1) year unless reappointed by the President for one (1) additional year. All chairpersons and members of any and all committees (whether Standing or Special) will serve at the President's pleasure.

ARTICLE IX - COMMITTEE ON CONTINUING LEGAL EDUCATION

It will be the duty of this Committee to plan programs of continuing legal education for the members of the Bar of Harford County, either on its own initiative, or in cooperation with the programs of other Bar Associations.

ARTICLE X - COMMITTEE ON BAR ACTIVITIES AND PUBLIC RELATIONS

The function of this Committee will be to coordinate the activities of this Association with those of the American Bar Association, the Maryland State Bar Association, or other Bar Associations, in such programs and projects as may be approved from time to time by the Association or by the

Executive Council. Such coordination with respect to any particular program or project may be discontinued by similar action by the Association or the Executive Council. In addition, this Committee will be charged with the duty of formulating a positive public relations program.

ARTICLE XI - COMMITTEE ON SOCIAL ACTIVITIES

This Committee will make all arrangements for the social activities of the Association as designated by the Executive Council. It will also be the duty of this committee to investigate opportunities for other social activities of the Association and to report its findings and recommendations to the Executive Council.

ARTICLE XII - COMMITTEE ON ADMISSIONS AND MEMBERSHIP

It will be the duty of this Committee to examine the qualifications of every candidate proposed for admission into this Association, as related to the qualifications for membership, as set forth in Article III hereof.

ARTICLE XIII - COMMITTEE ON JUDICIAL APPOINTMENTS

Promptly after the close of the time for application for appointment to the Circuit Court for Harford County or the District Court for Harford County, this Committee will obtain the names of all applicants therefor. It will place such names upon a ballot with blocks to permit the members to vote "Highly Qualified", "Qualified", "Not Qualified", or "Qualifications Unknown" for each candidate. It will then mail such ballots to the "Qualified Members" (as defined in Article III herein) in such form as to permit the members to vote thereon without their names becoming identified with their votes. The Committee will tabulate the votes for each candidate and report the results thereof to the appropriate Judicial Nominating Committee and to the Governor of the State of Maryland through the Administrative Office of the Courts. The Committee will not reveal the results of the voting to any other person, except that upon written request, it may reveal to a candidate the results of the voting on his or her candidacy.

ARTICLE XIV - COMMITTEE ON BENCH-BAR LIAISON

It will be the duty of this Committee to serve as a liaison between the judges and masters in chancery of the Circuit Court and judges of the District Court for Harford County, and members of the Association. The purpose of the Committee is to exchange ideas between the bench and bar and resolve problems to facilitate and improve the administration of justice through the court system in Harford County. In performing its function, the Committee will solicit the view of the membership and will publish its minutes in the periodic publications of the Association.

ARTICLE XV - AUDIT COMMITTEE

It will be the duty of this Committee to provide for an annual audit of the funds of the Association. A member of this committee may not also be a member of the Executive Council and vice-versa.

ARTICLE XVI - COMMITTEE ON BIOGRAPHY, PORTRAIT AND HISTORY

It will be the duty of the Committee on Biography, Portrait, and History to develop policies for the acceptance and display of biographies and portraits of prominent persons and to collect and publish information concerning the history of this association, its members, the District Court of Maryland for Harford County and the Circuit Court for Harford County.

ARTICLE XVII - COMMITTEE ON ARTICLES OF INCORPORATION AND BY-LAWS

It will be the duty of this Committee to make the necessary studies required whenever revision or amendment of the Articles of Incorporation or By-Laws is suggested by a member of the Association, by the Executive Council, or by its own initiative if circumstances so warrant. It will put all proposed amendments in proper form and transmit copies thereof to the Executive Council.

This Committee will maintain an accurate, chronological record of all amendments and requests for amendments and the action taken thereon by the Association. Whenever it is deemed appropriate, and with the consent of the Executive Council, this Committee will cause a reprinting of the By-Laws to be made and distributed to the membership.

ARTICLE XVIII - COMMITTEE ON TECHNOLOGY

It will be the duty of this Committee to investigate, educate, and provide information on the application of technology to the practice of law. This Committee will make any and all such information available to any member, so that the membership may fully utilize the available technology to enhance the capabilities of the practicing attorney.

ARTICLE XIX - COMMITTEE ON COURT HOUSE RECORDS

It will be the duty of this committee to investigate the record-keeping systems of the Circuit Court for Harford County, and to make a report on the status of the same, together with any recommendations it may have, at the Annual Meeting of the Association.

ARTICLE XX - COMMITTEE ON NOMINATIONS FOR ELECTION

The President, at least thirty (30) days before the Annual Meeting, will appoint three members from the membership (who will not be an officer or on the Executive Council) and they plus the President and President-Elect will serve as a Committee on Nominations for Election, whose duty it will be to nominate officers for the next year. Its report will be mailed to each member of this Association at least twenty (20) days prior to the Annual Meeting. Any additional nominations must be made in writing, signed by no less than five (5) members of this Association in good standing, and filed with the Secretary at least ten (10) days prior to the Annual Meeting. No nominations may be made from the floor.

ARTICLE XXI - COMMITTEE ON NOMINATION FOR AWARDS

It will be the duty of this Committee to nominate members of the Harford County Bar Association for awards sponsored by or provided through the Maryland State Bar or other appropriate Bar Associations within and outside the State of Maryland, and any other appropriate organizations or community associations. The awards and recognition given should reflect greatly on the public service the Harford County Bar Association and its members have performed for the community and the practice of law.

ARTICLE XXIA- COMMITTEE ON YOUNG LAWYERS

It will be the function of this committee to foster the discussion and interchange of ideas relative to the duties, responsibilities and challenges of the younger and newer members of the legal profession, to aid and promote their advancement and education, to provide opportunities for them to meet socially, to promote their participation in services to the public, and to encourage their interest and participation in the activities, purposes and objectives of the Harford County Bar Association. Membership in the committee is open to attorneys who have been practicing for fewer than five (5) years, or attorneys who have not yet reached the age of thirty-seven (37).

ARTICLE XXII - DUES

The dues for the Association, which may include a special assessment for the Bar Library, are owed effectively the 1st day of June of each year and may be increased annually by the Executive Council. The annual dues of members will be paid yearly in advance. The voting rights of any member who becomes more than three (3) months delinquent in paying dues shall be automatically suspended until such time as the delinquent dues are paid. If dues remain unpaid at the beginning of the following year and if any dues (past year or current year) remain delinquent for three (3) months into that year, then membership is automatically terminated. New members' dues are required to be paid within thirty (30) days of notice of approval of

membership. The Executive Council may waive the payment of dues for persons who meet all of the following criteria:

- (a) Member must be at least seventy (70) years old, and
- (b) Member must have been a member of the Harford County Bar for at least thirty (30) years, and
- (c)
 - (i) Member must be fully retired from the Judiciary or the Bar, or
 - (ii) Member whose disability prevents a reasonable income from the practice of the law.

Payment of dues must be accompanied by a statement that the member is still in good standing in accordance with Article III above.

ARTICLE XXIII - TERMINATION

Membership may be terminated by resignation, by nonpayment of dues (as set forth in Article XXII) or by expulsion by a three-fourths (3/4) vote of the members present at any meeting called for the purpose of considering the termination. Disbarment by any state or federal court in the State of Maryland will automatically terminate membership in the Association.

Any member of the Association may resign from the Association by a written statement to the Secretary unless at the time of such resignation statements, a complaint against such member will have already been made by some member of this Association, as herein provided, in which case no such application for resignation will be considered and accepted by the Executive Council until the matter has been resolved.

A member whose membership has been terminated pursuant to this Article may reinstate his or her membership by both (a) following the application procedures set forth in Article III, section (a) and (b) paying to the Association a reinstatement fee, which shall be an amount set from time to time by the Executive Council.

ARTICLE XXIV - MEETINGS

This Association will hold a Regular Annual Meeting on the second Wednesday in May. Also, the Association will hold Regularly Scheduled meetings on the first Wednesday of February and September of each year. Special Meetings may be called at any time by the Executive Council or upon a written request of twenty-five (25) members of the Association but no other business will be transacted except that specified in the call thereof. The Executive Council will have the power to reschedule any meetings scheduled under these By-Laws, and to fix the time of day and place of all meetings. The Secretary will mail to each member a notice of the time and place of each Regular or Special Meeting at least ten days in advance of such meeting. The presence of twenty (20) members will be necessary to constitute a quorum at any meeting of the Association. At the Annual and Regularly Scheduled meetings, and at any Adjourned and reconvened meeting thereof, all the powers of the Association may be exercised.

(a) Meetings of the Association may, upon appropriate resolution and vote of the membership, be open to the public and the press.

(b) No person taking part in a discussion will speak more than five (5) minutes at a time, nor more than twice on one subject without the consent of the Association, which is automatically provided unless objected to and voted against.

(c) No resolution complimentary to any officer or member for any service performed, paper read, or address delivered will be considered by the Association unless proposed by the Committee on Nomination for Awards.

(d) Meetings of committees may be held at such time and place as the chairperson thereof may designate.

ARTICLE XXV - ORDER OF BUSINESS

Before commencing the business of any Annual, Regular, Adjourned or Special Meeting of the Association, the Secretary will make a count of the membership present to determine whether there is a quorum. No business will be conducted unless there is a quorum. The order of business at Annual, Regular or Adjourned meetings will be as follows:

- (a) Reading of minutes of preceding meeting;
- (b) Reading of minutes of the Executive Council;
- (c) Report of the Executive Council;
- (d) Report of the Treasurer;
- (e) Report of the Committee on Admissions and Membership;
- (f) Reports of standing committees;
- (g) Reports of special committees;
- (h) Unfinished business;
- (i) New business.

Except for Specially set meetings, the order of business may be changed at any meeting by a vote of a majority of the members present.

ARTICLE XXVI - PARLIAMENTARY PROCEDURES

Except as otherwise provided by the By-Laws, all meetings of the Association, including meetings of the Executive Council, will be conducted in accordance with the current edition of Robert's Rules of Order Revised unless in direct conflict with some special parliamentary rules and orders adopted by this association. In keeping with democratic principles and traditions, each member will have an opportunity to be heard and present his or hers view for consideration by the entire body.

ARTICLE XXVII - PRINCIPAL OFFICE

The Association's headquarters will be at such location as will be fixed by the Executive Council from time to time. The Executive Council is authorized, in its discretion, to purchase, rent or make other satisfactory arrangements for equipment for its headquarters, and to enter into such leasing arrangements as in its discretion the exigencies of the situation require.

ARTICLE XXVIII - AMENDMENT OF BY-LAWS

By-Laws may be adopted, amended or revised by a two-thirds (2/3) vote of the Qualified Members (Article III (a)) who are present, provided that at least thirty (30) day notice will be given to the members of any proposed By-Law amendment thereto.

ARTICLE XXIX - ANNUAL AUDIT

(a) The accounts of the Association will be maintained in an appropriate ledger or ledgers, and the same will be subject to an annual audit by an Audit Committee. Members of this committee may not then be serving on the Executive Council. The committee will make its report at the meeting of the Association next following the assumption of office by new officers.

(b) No debt will be incurred on behalf of the Association except by an express resolution of the Executive Council authorizing the same in advance. Nevertheless, the Treasurer and Secretary may incur the usual routine expenses incident to their respective office without such resolution; a list of such expenditures will be submitted to the Executive Council at its next meeting.

(c) The fiscal year of the Association will commence on the first day of July and end on the thirtieth day of June.

ARTICLE XXX - ELECTRONIC MAIL

Any requirement of notice established in these By-Laws may be fulfilled through the use of electronic mail (email). It shall be the responsibility of each individual member to maintain with the Association a current email address and the list of member email addresses shall be maintained by the Secretary. If, for any reason, email notification is not suitable given the circumstance of any member, it shall be the responsibility of that member to arrange an alternative method of notice with the Secretary to accommodate the Member's needs. A written record of the alternative method of notice for such member shall be maintained by the Secretary.

These By-Law Amendments were approved by the Executive Council on April 5, 2013 and approved and adopted by 2/3 vote of the qualified members present at the Annual Meeting on May 8, 2013.