

FRANKLIN COUNTY BAR ASSOCIATION, INC.

20 Federal Street, Suite 4
Greenfield, Massachusetts 01301
Telephone: (413) 773-9839
Fax: (413) 774-2994

BY-LAWS OF FRANKLIN COUNTY BAR ASSOCIATION

By-Laws adopted at a special meeting of the FCBA on April 30th, 2010

Article I: Name

This corporation shall be called "Franklin County Bar Association, Inc." (hereinafter sometimes referred to as "the Association").

Article II: Purpose

The purposes of the Franklin County Bar Association shall be to maintain the honor of the profession and promote a high standard of professional and judicial conduct; to promote the administration of justice, the continuing legal education of its members and the general public; and to foster and encourage cooperation and fellowship among its members.

Article III: Membership

There shall be three classes of membership:

Section 3.1: Regular Membership

Any member of the Massachusetts Bar in good standing may become a Member by submitting an application and by timely payment of the requisite dues for the current membership year. Regular Membership may be maintained by paying dues in a timely manner and remaining in good standing.

Section 3.2: Associate Membership

Any individual currently enrolled in a law school may become an associate member by submitting an application and by timely payment of the requisite dues for the current year. Associate members may not vote or hold any office in the Association.

Section 3.3: Honorary Membership

Any present or retired judge or justice of a Massachusetts or United States Court may become an honorary member of the Association by submitting an application. Other individuals may become Honorary Members by a vote of the Committee on Membership. Honorary members shall be entitled to all the privileges of membership, except that of voting or holding an office, and shall be exempt from the payment of dues.

Article IV: Officers and At-Large Members of the Executive Committee

The Association shall have a President, President-Elect, Secretary and Treasurer. In addition to the foregoing officers, the Executive Committee shall have four (4) at-large members. The officers and the at-large members shall assume their office at the close of the Annual Meeting in the event the officer or member is designated by a vote at the Annual Meeting, or at the time the officer or member qualifies if otherwise designated by operation of these bylaws. The officer or member shall serve a term of approximately one year ending at the close of the annual meeting for the following year or until a successor is otherwise designated. The duties of each officer shall be as follows:

Section 4.1: President

The President shall be the Chief Executive Officer and shall preside at all meetings of the Association and Executive Committee.

Section 4.2: President Elect

The President Elect shall, in the absence of the President, perform the duties customary of that office, replace or represent the President in his/her absence, and perform other duties as the President may reasonably request.

Section 4.3: Secretary

The Secretary or his/her designee shall record the proceedings of the Executive Committee and Annual Meeting. In addition, the Secretary shall replace the President or President Elect in his or her absence, and serve as President-Elect in the event of a vacancy.

Section 4.4: Treasurer

The Treasurer shall oversee the planning of budgets, the payment of bills and expenditures, and the collection of dues for the Executive Committee, and all subcommittees including without limitation the Lawyer Referral Service and the Families in Transition Program. The Treasurer shall render a written financial status report at the Annual Meeting and as further requested.

Article V: Committees

Section 5.1: Executive Committee

The Executive Committee shall act as the Franklin County Bar Association board of directors, consistent with these by-laws, unless otherwise directed by vote of the Association, and shall have general charge and direction of the affairs of the Association, including the authority to set and collect dues, and its officers shall work with the Treasurer and the Committee on Finance in developing a budget. The Executive Committee shall be comprised of the President, President Elect, Treasurer, Secretary and the At-Large Members.

Section 5.2: Nominating Committee

The Nominating Committee shall be appointed by the President and be comprised of the two (2) most immediate past Presidents able to serve and three (3) other members, excluding current elected officers of the Association and members of the Executive Committee. Three shall constitute a quorum. The Nominating Committee shall oversee the election procedures set forth in Article VII, including setting the dates and any necessary rules covering nominations and elections, tabulating votes and preparing all required notices and election ballots.

Section 5.3: Committee on Membership

There shall be a Committee on Membership, to consist of the three (3) most recent past Executive Committee presidents, or his/her designee (which may not include a current Executive Committee member), who shall have full authority to determine all questions of eligibility for membership, including involuntary termination of an Association member, or removal of an officer or committee member from a position. Any member subject to a determination by the Committee on Membership may appeal that determination to the Executive Committee. A Quorum of the Executive Committee may by 2/3 vote of members in attendance reverse the determination of the Committee on Membership.

Section 5.4: Committee on Finance

There shall be a Committee on Finance, to consist of the Treasurer, the President-Elect, and a minimum of two (2) other Association members appointed by the President. The Committee shall annually formulate a proposed Association budget, and provide recommendations on other financial issues, as requested by the Executive Committee.

Section 5.5: Other Committees

There may be created other Committees as determined by the President, who shall notify the Executive Committee of all such creations or appointments. Each committee shall have a charge that shall set forth the Committee's duties, limitations, and any other matters particular to that Committee, which shall be approved by the President. The members of any such Committees shall be appointed by the President. Any Committees created pursuant to this section may elect its own officers, and determine its own membership and operating procedure, subject to any limits and consistent with any directives set forth in the Committee's charge. Additional members may be appointed to sit on any such Committee by the President. A Quorum of the Executive Committee may by a two-thirds vote create a Committee, or amend, revise or revoke the creation of a Committee, a Committee's charge, appointments, or positions created by the President.

Article VI: Meetings and Elections

Section 6.1: Annual Meeting of Members

The Annual Meeting of the Association shall be held in September, at a time and place to be designated by the Executive Committee.

Section 6.2: Special Meeting of Members

Special meetings of the Association may be called at any time by the President, or shall be called by the Executive Committee upon the request of 10 members, in writing, specifying the purpose thereof. Notice of such special meeting shall be distributed by the Secretary or his/her designee, to all members at least seven days before the meeting. No business shall be transacted at a special meeting except such as shall be specified in the notice thereof.

Section 6.3: Quorum

At any meeting of the Association, ten voting members shall constitute a quorum. At a meeting of the Executive Committee, four members shall constitute a quorum.

Article VII: Determination of the Executive Committee

Section 7.1: Determination of the President

The President-Elect shall automatically succeed the President upon the expiration of the President's term. In the event that the Office of the President becomes vacant before the expiration of the President's term, the President-Elect shall serve the balance of the unexpired term plus one additional term.

Section 7.2: Nominations and Elections of all other Officers and At-Large Members

At least two months before the Annual Meeting, the President shall appoint a five (5) member Nominating Committee. The Secretary shall thereupon notify all members of the appointment of such Committee. Any member may send to the Chair of the Committee the names of such members as he/she may desire to propose for the consideration of the Committee.

The Nominating Committee shall make its nominations at least three weeks before the annual meeting, and a list of its nominees shall be promptly circulated to the membership by the Secretary along with notice of the meeting date, time and place as selected by the President. Further nominations may be made by any member by written delivery to the Secretary at least one week before the date of the annual meeting. All elections shall be by majority vote and, in the case of a tie, the winner shall be selected by lot.

Section 7.3: Mid-Term Vacancies

Vacancies in the positions of Treasurer or Secretary, or at-large member of the Executive Committee that arise before the end of the applicable term, and vacancies in any executive officer position resulting from the Association's failure to fill said position at the Annual meeting, shall be filled by the majority vote of the Executive Committee, at a duly called meeting at which a quorum is present, for the unexpired term

Article VIII: Dues and Financial Obligations

Section 8.1: Amount

Regular members and associate members shall pay such annual dues, on the first day of September of each year, as shall be determined by the Executive Committee from time to time. Any regular member who has been a member of the bar for over 50 years shall be excused from the payment of dues.

Section 8.2: Authority to incur Financial Obligations

Financial obligations may be incurred on behalf of the Association by the Executive Committee, an officer with approval of the Executive Committee, or a member, selected by the President, with approval of the Executive Committee.

Article IX: Fiscal Year

The fiscal year of the Association shall be fixed by the Executive Committee.

Article X: Amendments

The By-Laws may be amended at any annual or special meeting upon the majority vote of the quorum in attendance, provided a copy of the proposed amendment has been submitted in writing, electronic or otherwise, to each member a minimum of seven (7) days prior to such meeting.