

BYLAWS
OF
THE HUNTSVILLE-MADISON COUNTY BAR ASSOCIATION

(As Amended August 3, 2016)

Article I. Membership

(a) Classes of Membership. There shall be three classes of membership, namely, Active, Associate and Sustaining. The qualifications for such memberships shall be as follows:

(1) Active Members. Members of the Alabama State Bar in good standing who are actively engaged in the occupation of a lawyer in Madison County shall be eligible for active membership. Active members may be elected to such membership by the Association as provided in subdivision (b) of this Article I.

(2) Associate Members. Members of the legal profession in good standing who have been admitted to practice in any state of the United States and who are ineligible for membership as active members may become associate members. Associate members shall have all the privileges of active members, except that of voting and holding office. Associate members may be elected to such membership by the Association as provided in subdivision (b) of this Article I.

(3) Sustaining Members. Any Active or Associate member of the Association who attains the age of sixty-five years shall be eligible for sustaining membership on application to the Executive Committee. Application for sustaining membership may be filed to become effective on the first day of January nearest to the member's sixty-fifth birthday, but there shall be no refund of dues previously paid. The privileges of a sustaining member shall be determined by the type of additional membership which such member holds in the Association. In the event a member has previously been designated a Life Member of the Association as defined in the Association's prior By-Laws, such member shall remain exempt from payment of dues.

(b) Election of Active and Associate Members

(1) Proposal of Candidates. Candidates for active or associate membership shall send to the Membership Committee of the Association a completed, signed Huntsville-Madison County Bar Association Membership Application, including all information and documentation required by the Membership Committee. By signing the Membership Application the candidate pledges to support the objects and purposes of the Association as set forth in Article II of the Constitution of the Association.

(2) Recommendation of the Membership Committee. The Membership Committee, upon being satisfied that the candidate meets the criteria for active or associate membership set forth in subdivision (a), above, shall recommend to the Membership Committee that the candidate be nominated for membership to the class for which the candidate is eligible at the next regular meeting of the Association.

(3) Election by the Association. Upon nomination by the Membership Committee, and upon said nomination being duly seconded, a candidate shall be elected to membership at a regular meeting of the Association at which the candidate is present and upon the candidate's receipt of a majority vote of those active members present and voting.

(4) Dues of New Member. Dues for the first year shall be prorated as of the date the candidate is accepted for membership. If any person elected does not within one month after notice of election pay annual dues that person shall be deemed to have declined to become a member and that person's name shall not again be considered by the Association except upon a subsequent proposal for membership accompanied by a deposit of one year's dues with the Treasurer.

(c) Expulsion, Suspension and Censure.

(1) Upon Suspension or Disbarment from Practice. A member shall be automatically expelled from the Association upon suspension or disbarment by any tribunal or entity which has previously permitted the member to engage in the practice of law

pursuant to Article III, Section 3.3 (Membership; Expulsion, Suspension, Censure) of the Constitution. The Alabama Rules of Disciplinary Procedure permit those local grievance committees which meet with the approval of the Board of Commissioners of the Alabama State Bar to conduct investigations of complaints or allegations of misconduct of a member of the Association who is also a member of the Alabama Bar and to make recommendations to the Disciplinary Commission as to whether the matter warrants dismissal, the imposition of a private or public reprimand, or the filing of formal charges before the Disciplinary Board. The Association has no other basis for jurisdiction over such matters.

(2) For Conduct Inconsistent With the Objects and Purposes of the Association. A member may be expelled or suspended from the Association or censured by the Association for conduct inconsistent with the objects and purposes of the Association. Such charge must first be submitted to the Executive Committee at which time the member shall have the opportunity to respond. Such charge along with a ballot permitting a vote on the appropriate action may thereafter be presented to the membership either upon a vote of two-thirds (2/3) of the members of the Executive Committee or, failing that, upon petition of fifty (50) active members of the Association. The membership must have thirty (30) days' notice of the charge and the form of ballot. At the meeting of the membership, the charge shall be read and the member shall be given an opportunity to respond. Expulsion, suspension or reprimand shall be by majority secret ballot of the members present and, in the event that alternative actions are set forth on the ballot, the action taken shall be the alternative receiving the greatest number of votes so long as a majority favor taking action.

(3) For Non-Payment of Dues. A member may be suspended or expelled for non-payment of dues as provided in Article 6 (c) (Fiscal; Non-Payment of Dues) of these By-Laws.

(d) Reinstatement. A former member who has been automatically expelled may apply for reinstatement when the former member meets the requirements for membership and the former member's application shall be treated in the same manner as an application for membership of a new member as provided in subdivision (b) of this Article I (Membership;

Election of Active and Associate Members) of these By-Laws. A former member who has been expelled by vote of the membership of the Association may apply for reinstatement upon the expiration of five years and the former member's application shall be treated in the same manner as an application for membership of a new member as provided in subdivision (b) of this Article I (Membership; Election of Active and Associate Members) of these By-Laws. A former member who has been expelled for non-payment of dues may be reinstated to membership as provided in Article 6(d) (Fiscal; Reinstatement) of these By-Laws.

(e) Resignation. Any member upon written request to the Association may resign from the Association as a member in good standing, provided said member is not in arrears as to fees and dues at that time.

Article II. Meetings

(a) Membership.

(1) Regular. Regular meetings of the Association shall be held monthly throughout the year, except that the Executive Committee may elect to cancel two (2) meetings a year. Regular monthly meetings shall be held at a time and place as determined by the Executive Committee from time to time.

(2) Special. Special meetings of the membership of the Association may be held at the call of the President, or in the President's absence and inability to act, at the call of the President-Elect, or at the call of the Executive Committee, or, on the written request of twenty-five or more members in good standing, at the call of the Secretary, provided that notice is given to all members of the time and place of such special meeting and the nature of the business to be taken up at such special meeting. The business at such special meeting shall be limited to that business specified in the notice of the meeting.

(3) Annual. There shall be an annual meeting of the general membership during the month of August in each year on a date selected by the Executive Committee, which meeting shall count as a regular monthly meeting. At each annual meeting the minutes of the preceding annual meeting, the report of the Treasurer, reports of

standing committees, reports of special committees, and reports of sections shall be available for inspection.

(4) Notice of Meetings. Notice of the Annual Meeting and any Special Meeting shall be given to each member not less than seven days prior to said meeting and shall include the time, place and purpose of any Special Meeting. Notice may be given by E-Mail or regular mail to the Membership and posted on the Bar's web site.

(5) Quorum. At all meetings of the Association a quorum shall consist of not less than fifty (50) active, voting members of the Association.

(b) Executive Committee.

(1) Regular. The Executive Committee shall meet not less than ten times per year at a time and place to be determined by the Committee.

(2) Special. A special meeting of the Executive Committee may be called at any time by the President, or, in the President's absence, by the President-Elect, or by any three members of the Executive Committee, provided that each member of the Executive Committee shall be notified of such meeting at least three hours prior to such meeting. Said meetings may be conducted in person or by teleconference at the election of the President or President-Elect.

(3) Quorum. At all meetings of the Executive Committee a quorum shall consist of not less than ~~six~~ two-thirds of the voting members of the then membership of the Executive Committee.

Article III. Elections

(a) Time For and Taking of Office. Regular elections of officers, as required, shall be held at the regular meeting of the Association held during the month of August of each year. Those elected shall take office on the first day of September of the year following the election.

(b) Vacancies In Office. For vacancies in all offices other than the office of the President, a special election for the remainder of the term shall

be held at the first regular meeting following ten days after the occurrence of such vacancy. A vacancy in the office of the President shall automatically be filled by the President-Elect who shall also remain in the office of President for the following term. If a President-Elect fills a vacancy in the office of President, the President-Elect who shall be elected in the resulting special election for such office shall also remain in the office of President-Elect for the following term.

(c) Nominations and Ballot. The Nominating Committee shall nominate not less than two active members for each office to be filled and shall present its report to the Executive Committee not less than seven days prior to the regular meeting of the Association to be held during the month of July of each year. To be nominated for any officer position, the nominee must have been an active member of this local bar for at least five (5) years. To be nominated for the position of President-Elect, the nominee must have held an elected or appointed leadership position in this local bar within the previous three (3) years. The names of those members nominated for each shall be sent to each member of the Association as soon as practicable after same is made at the Executive Committee.

(d) Voting. In the election of officers and in the decisions on all other matters, a majority vote of those active members present and voting shall be necessary, except as otherwise specified herein. [Only those active members present at the Annual Meeting or any other election meetings shall be allowed to vote.]

(e) Ballot. Voting at all elections shall be by written ballot.

Article IV. Powers and Duties

(a) President. The President shall be the chief executive officer of the Association, and shall preside at all meetings at which said officer is present, and shall perform such other duties as are by general usage performed by the chief executive officer of such an association.

(b) President Elect. The President Elect shall automatically assume the office of the President the year after having served as such President Elect and shall assume the office of President during tenure as President Elect if a vacancy occurs in the office of the President; and the President

Elect shall, in the absence of the President, perform the duties otherwise incumbent upon the President. The President Elect shall be responsible for arranging speakers for each monthly meeting of the Association, except the Annual Meeting.

(c) Secretary. The Secretary shall keep a record of the proceedings of all meetings of the Association, and of all other matters of which a record shall be ordered by the Association. The Secretary shall notify the officers and members of committees of their election or appointment, and members of the Association of their election, shall issue notices of all meetings, and in case of special meetings shall state in such notices the object of the call. The Secretary shall be the keeper of the seal of the Association, and shall report to the Treasurer the names of all persons newly elected as members.

(d) Treasurer. The Treasurer shall keep a complete roll of the members and a complete roll of the sections of practice at all times. The Treasurer shall collect, and under the direction of the Executive Committee, disburse all funds of the Association. The Treasurer shall keep regular and neat accounts in books owned by the Association, which shall be open to the inspection of any member of the Association at all reasonable times. The Treasurer shall also keep a complete roll of the members at all times. At the annual meeting and at such other times as requested by the Executive Committee, the Treasurer shall make available a full report of the receipts and disbursements of the past year, properly classified, and of all outstanding obligations of the Association, with an estimate of the resources and probable expenses of the coming year, and any suggestions which the Treasurer may deem proper to make. The Treasurer's accounts shall be audited by the Executive Committee, who shall make available a report thereon at the first meeting succeeding each annual meeting.

(e) Executive Committee. A standing Committee known as the Executive Committee shall be the governing body of the Association and it shall function as a board of directors and, as such, it may exercise all powers over the Association and do all lawful acts and things as are not by statute or by this Constitution or the By-Laws of the Association directed or required to be exercised or done by the members of the Association. The Executive Committee shall administer the affairs of the Association for the common benefit of all members. The Executive Committee shall employ such persons, firms or corporations as may be necessary to assist it in the discharge of its duties. The Executive Committee shall also determine and

direct the duties of the Executive Director and shall create, maintain, and amend as necessary a written job description containing same.

(f) Executive Director. The duties of the Executive Director shall be determined by the Executive Committee and shall be set forth in a written job description notwithstanding the job description the Executive Committee may, at its discretion, require duties of the Executive Director not set forth in the job description.

Article V. Standing Committees,
Special Committees and Sections of Practice

(a) Standing Committees. The President shall appoint the Chair and other members of the following standing committees, the powers and duties of which shall be as set out herein.

(1) Memorials/Archives/History Committee. The Memorials/Archives/History Committee shall actively seek items of memorabilia, articles and materials related to the history and traditions of the Association, its Bench and Bar, to be retained under its supervision for preservation, reference or display, at such place or places and pursuant to the policies set forth in Article 8 (Historical Items) of these By-Laws. The Committee shall consider, initiate, prepare and present resolutions of condolence, memorials, and resolutions of commendation on events affecting the Association or its members, including acknowledgment for members of the Association who have been practicing for 50 years.

(2) Attendance/Sponsorship/Entertainment Committee. The Attendance/Sponsorship/Entertainment Committee shall have the duty of encouraging and improving the attendance of the members of the Association at all meetings of the Association, including specifically but without limitation the duty of contacting all members of the Association immediately prior to each meeting as a reminder to attend the meeting. Contact may be by E-Mail, regular mail, telephone or other appropriate method of communication. The Committee shall also explore ideas for sponsorship of the monthly meetings, additional Bar activities and benefits of membership. The Committee shall plan and coordinate the social functions of the Association and shall be responsible for a suitable celebration of Law Day USA in early May

of each year. The Committee shall disseminate information in the community about Law Day USA, make arrangements for an annual event in honor of Law Day USA and, where appropriate, recognize an individual whose accomplishments are consistent with the goals and objectives of the celebration of Law Day USA.

(3) Communication and Technology Committee. The Communication and Technology Committee shall be responsible for starting, editing and publishing a bulletin of the Association for distribution to the membership, in coordination with the Executive Director, on a quarterly basis. The bulletin shall contain notices required by the Constitution and By-Laws and other matters of general interest to the membership. The Committee shall be responsible for researching and making recommendations to the Executive Committee for an updated website for the Bar Association. The Committee would be responsible for coordinating with the Executive Director of the Bar Association and setting procedures for her with regard to the maintenance of the website.

(4) Governance and By-Laws Committee. The Governance and By-Laws Committee shall maintain a continuing study of the By-Laws and Constitution and shall, whenever necessary, recommend amendments or revisions designed to promote the efficient fulfillment of the Association's purposes.

(5) Continuing Legal Education Committee. The Continuing Legal Education Committee shall consider, promote and administer all activities of the Association relating to matters of professional information, knowledge and studies which it considers to be of general interest to the members of the Association, and make all arrangements for and conduct any and all legal institutes, clinics, lectures, forums or other meetings or means that may be adopted with the approval of the Executive Committee to accomplish such purposes. This Committee along, along with the Executive Director, shall plan, conduct, and obtain approval for continuing legal education programs, including the Last Chance Seminar and monthly lunch CLE events. The Committee shall also explore ideas for educating the public as to the legal process. The Committee shall also set fees for members and non-members to attend CLE events sponsored by the Association. All sections of the Bar Association must coordinate their

CLE events through the bar's CLE Committee Chair and the Bar's Executive Director, and any section's CLE event which is not so coordinated shall not have the official support of this Bar for state CLE approval.

(6) Fee Dispute Committee. The Fee Dispute Committee shall attempt to assist clients, lawyers and other parties having disputes pertaining to lawyers' fees with a view toward resolving or minimizing the disputes.

(7) Grievance Committee. At such times as a committee of this Association has been approved by the Board of Commissioners of the Alabama State Bar for investigating and making recommendations concerning an allegation or complaint of misconduct of a member or the Association, there shall be a Grievance Committee composed of a chair, two (2) vice chairs and not more than eighteen (18) additional members, all appointed by the President. Each member shall serve for three (3) years. The current bar President shall name the chair and the two (2) vice chairs of this committee to serve for one (1) year. Files of the Committee shall be maintained on a permanent basis. The duties of such Committee shall be as set forth in the Alabama Rules of Disciplinary Procedure. The Executive Committee of the Huntsville-Madison County Bar Association shall provide the Grievance Committee with a list of steps and procedures to be followed by said Committee in the performance of its duties.

(8) Law Library Committee. The Law Library Committee shall serve as an advisory committee for the presiding judge of the Circuit Court of Madison County, who is *ex officio* manager of the Huntsville-Madison County Public Law Library, in order to promote the efficient operation of the library pursuant to the objects and purposes provided by the law creating the same. The Committee shall also consider and recommend to the Association any matter that it may deem advisable in order to improve or extend the law library facilities that may be available to the courts, the legal profession, and the public generally in Madison County. The President shall consult with the presiding judge on the appointment of bar members to this committee.

(9) Nominating Committee. The duties of the Nominating Committee are more specifically set out in Article 3(c) (Elections, Nominations and Ballots) of these By-Laws. The Nominating Committee shall be appointed by the current bar President, except that the immediate past President shall serve as its chair.

(10) Volunteer Lawyers Program. The Board and Officers of the Huntsville-Madison County Bar Association Volunteer Lawyers Program shall be appointed in accordance with that organization's Articles and Bylaws.

(11) Finance and Charitable Fund Committee. The Finance and Charitable Fund Committee shall review all funds held by the Bar for scholarships and to distribute and make financial recommendations concerning the Sarah J. Daye Scholarship, the Ben Boyington Scholarship, and any other scholarships that may be awarded by the Bar Association. The Committee shall be responsible for reviewing applicants for the scholarships available and making the recommendations to the Executive Committee for the Bar Association. The Committee should work with the Association's Executive Director to establish financial procedures and budget for the Association and Treasurer.

(12) Health Insurance Committee. The Health Insurance Committee shall make recommendations to the Executive Committee concerning all changes to the health insurance policy.

(13) Membership/Mentor Committee. The Membership/Mentor Committee shall pursue avenues in and to encourage lawyers who are not members of the HMCBA to join the Association. Additionally, the committee shall review membership applicants and make recommendations for membership to the Bar as a whole. When a new member of the Bar Association would like to mentor, it shall be this committee's responsibility to find a mentor for the new member.

(14) Professionalism Committee. The Professionalism Committee shall work with bar members and judges to encourage professionalism among the members of this Bar Association. In addition thereto, the Chair and any member of this Committee acting at the direction of the Chair shall have the authority to intervene on

behalf of the Bar to assist members of the Association whose conduct gives rise to an immediate concern that without invention, such member may well become the object of an allegation or complaint of misconduct. This Committee shall not act as a disciplinary body.

(a) (15) Awards Committee. The Awards Committee shall be responsible for overseeing the established awards of the Association, including the Liberty Bell Award, the Community Service Award, and the HMCBA's Profiles in Professional Courage Award. The Committee will review and keep updated the criteria for each Association award within the parameters as originally established for such award. The Committee will submit solicitations for the awards, review nominations, and present the chosen recipients (if any for that year) to the Executive Committee for approval. It is expected that awards will generally be presented in conjunction with Law Day. The Committee may consist of at least seven (7) members, which will be composed of the previous Past President (to serve one year) and six (6) members to serve three (3) year terms with the initial members selected by the President to serve as follows: two (2) members to serve for a three (3) year term, two (2) members to serve for a two (2) year term, and two (2) members to serve for a one (1) year term. The current President shall have the right to appoint a member of the Association to fill any vacancies arising upon the Committee during the fiscal year.

(b) Additional Committees. The President, with the approval of the Executive Committee, may from time to time establish special committees for the duration of a specific project or such longer time as the Executive Committee may direct. The powers, duties, duration, term of members, membership and chair of each additional committee shall appear in the minutes of the Executive Committee meeting at which the establishment of such committee is approved. The President shall appoint the Chair and other members of any committee so established.

(c) Sections of Practice. Any member of the Association shall be eligible for enrollment in one or more sections of practice. After a member has enrolled in a section, the Executive Committee may from time to time cause members to be polled as to continue interest in membership in a section and thereafter the Secretary shall restate the membership roll for a section based on the results of such polling. Each section shall select by majority vote its chair and vice chair, who shall serve for one year commencing with the beginning of the new bar President's term. The

following sections of practice for the study and improvement of techniques and skills in specific areas of the practice of law are established.

- (1) Criminal Law Section
- (2) Family Law Section
- (3) Real Estate Law Section
- (4) Women Lawyers Section
- (5) Young Lawyers Section

The President, subject to the approval of the Executive Committee, shall designate additional sections of practice as may be needed from time to time.

The above-noted sections, and any additional sections established in the future by the President with the approval of the Executive Committee, are sub-divisions of this Bar Association and can take no independent action without prior approval of the Association. Each section may present recommendations and resolutions to the Bar Association and shall coordinate all CLE events through the bar's CLE Committee Chair and Executive Director.

(d) Reports. Before each regular annual meeting of the Association in August, each committee or section chair shall submit to the Association a written report of the activities of that committee or section for the preceding year, together with any recommendation a that the committee or section may wish to make to the Association, or to the succeeding members of the committee or section. All such written reports shall be kept in appropriate files for the Association by the Secretary.

Article VI. Fiscal

(a) Fiscal Year. The fiscal year of the Association shall be from January 1 to December 31 of each year, or otherwise may be established from time to time by the President and the Executive Director in the best interest of the Bar Association.

(b) Dues. The annual dues of the following classes of members shall be set by the Executive Committee and shall be published to the membership annually.

All dues shall be payable in advance and shall be due not later than sixty (60) days after the start of the fiscal year.

(c) Non-Payment of Dues. Upon failure to pay dues within thirty (30) days after written demand therefor, a member is thereby suspended from membership until said dues are paid and if any member has failed after demand to pay dues by the end of the fiscal year, said member shall be expelled.

(d) Reinstatement. Any member suspended or expelled from membership under the provisions of subparagraph (c), above may be reinstated to membership upon the payment of all dues due the Association from such member at the time of the member's suspension of or expulsion from membership plus current dues owed.

(e) Waiver of Dues. For good cause and with the approval of the Executive Committee the dues of any member may be waived.

Article VIII. Historical Items

(a) Duties of Memorials/Archives/History Committee. The Memorials/Archives/History Committee of the Association shall have authority to seek items of general interest to lawyers, judges, and others interested in our legal system. Said Committee shall assist in arranging to have such archives, letters, documents and artifacts preserved and properly displayed. While the Committee has sole authority to accept on behalf of the Association items of interest relating to the practice of law or to the courts any member may recommend that the Committee contact persons or organizations in possession of such items.

(b) Acceptance of Items. The Archives and History Committee shall have the authority to accept or reject any or all historical items in the name of the Association on the following terms and conditions:

(1) Historical items can ordinarily be accepted only as outright gifts to the Association with right of disposal but, under extraordinary circumstances with prior written approval of the Association, such items may be accepted on temporary or permanent loan for exhibit.

(2) Whether as gifts or loans, the donor or lender must be advised that such articles can be accepted as a gift or loan only with the understanding and agreement that, while the Association shall exercise reasonable precautions for the preservation, display and safety of such items, there shall be no liability on the Association nor on its members, guests, or employees for any loss or damage to any of such items, nor shall there be any legal obligation on the part of the Association nor its members, agents, or employees to keep such items insured.

(3) While suggestions will be welcomed as to where and in what manner such archives shall be displayed, the final decision shall be that of the Archives and History Committee or such other committee as the Executive Committee may, from time to time, designate.

Article IX. Policy

(a) Political Candidates. The Association as such shall neither support nor oppose a candidate for a public or political office.

(b) Public Issues. The Association, by a vote of its members as hereinafter prescribed, may take a stand on any public issue or question not directly involving personalities, provided the nature of such issues or questions is within the scope of the objects enumerated in Article II of the Constitution of the Association and is not prejudicial to the best interests of the Association. Before any resolution on a public issue can be presented to the membership it must first be presented to the Secretary of the Association accompanied by the signatures of at least fifty members of the Association in good standing or the signatures of a vote of two-thirds (2/3) of the members of the Executive Committee. A resolution setting forth a stand on a public issue or question, to be binding and valid, must thereafter be approved in the following manner:

(1) When no prior notice has been given, upon a vote of three-fourths (3/4) of the members present and voting at a regular meeting of the membership; or

(2) When seven days' notice has been given to the membership, upon a majority vote of the members present at a regular or special meeting of the membership.

In no case will a stand by the Association on any public issue or question be considered or construed as binding on any individual member who may disagree with such stand.

Article X. General

(a) Parliamentary Procedure. All questions of parliamentary procedure shall be governed by the most recent edition of Robert's Rules of Order, except as otherwise provided in the Constitution or By-Laws of the Association.

(b) Amendments. The Constitution and By-Laws may be amended by a vote of two-thirds (2/3) of the active members present at any regular meeting; provided that each proposed amendment shall be plainly stated in a notice to the membership of the meeting at which each such amendment is to be considered, said notice to be provided to the membership by E-mail or regular mail at least seven (7) days prior to the time of such meeting.

(c) Notice. Unless otherwise provided all notices of meetings required to be given in this Constitution shall be given by the Secretary or in the Secretary's absence by the President said notices to be provided by E-mail or regular mail not less than seven (7) days before the meeting of which notice is being given.

Article XI. Effective Date of Constitution and By-Laws

This Constitution and By-Laws of the Huntsville-Madison County Bar Association, as amended, became effective March 4, 2015, pursuant to a two-thirds majority vote of the membership at a meeting of the Association after proper notice, and shall supersede any and all previous provisions of any Constitution and By-Laws of the Association.