District of Columbia Bar
BYLAWS

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DISTRICT OF COLUMBIA BAR

BYLAWS

Article I
Name

Section 1.01. Name. The name of the organization is the District of Columbia Bar ("D.C. Bar" or "Bar").

Article II
Purposes

Section 2.01. Rules Governing the Bar. The Bar is responsible for the management and regulation of all persons admitted to practice law in the District of Columbia and is governed by the District of Columbia Court of Appeals Rules Governing the District of Columbia Bar ("Rules"), these Bylaws, and the D.C. Bar Membership Manual.

Section 2.02 Purposes. The purposes for which the Bar is organized are:

(a) To assist the legal profession in maintaining high standards of the practice of law in the District of Columbia;

(b) To aid the courts of the District of Columbia in carrying out and improving the administration of justice;

(c) To promote access to justice and enhance the delivery of legal services to those in need;

(d) To foster and maintain high ideals of integrity, learning, competence in public service, and high ethical standards;

(e) To safeguard the proper professional interests of the members of the Bar;

(f) To encourage the formation and support the activities of voluntary bar associations;

(g) To provide a forum for and publish information about the practice of law, the science of jurisprudence and law reform and the relationship of the Bar to the public; and

(h) To carry on a continuing program of legal research and education in the technical fields of substantive law, practice, and procedure, and make reports and recommendations thereon; to the end that the public responsibility of the legal profession may be more effectively discharged.

Article III
Membership and License Requirements

Section 3.01 District of Columbia Bar Membership Manual.
In addition to the membership and license provisions and requirements contained in the Rules and these Bylaws are the provisions and requirements contained in the *D.C. Bar Membership Manual* ("Membership Manual") which shall have the same weight and authority of these Bylaws. The provisions and requirements contained in the Membership Manual may not be suspended.

The Membership Manual shall be amended upon the recommendation of the Chief Executive Officer of the D.C. Bar and shall take effect unless the Executive Committee raises a written objection to the recommendation no later than two weeks after receiving written notice of such amendment.

Section 3.02 Classes of Membership and Qualifications.
All attorneys admitted to the Bar of the District of Columbia Court of Appeals shall be members of the District of Columbia Bar subject to compliance with the conditions and requirements of such membership. Residence in the District of Columbia shall not be a condition of eligibility to membership in the Bar.

The members of the District of Columbia Bar shall be divided into four classes: Active, Inactive, Judicial, and Retired.

(a) **Active.** Active members are eligible to engage in the practice of law in the District of Columbia. Active members are eligible to hold office and vote in any election or other business conducted by the District of Columbia Bar.

(b) **Inactive.** Inactive members are those eligible for Active membership but who are not engaged in the practice of law in the District of Columbia and who have provided notice to the Bar of enrollment in this class of membership.

Except as authorized by other Court rules, Inactive members shall not practice law in the District of Columbia. Inactive members shall not be eligible to hold office or vote in any general election or other business conducted by the District of Columbia Bar.

(c) **Judicial.** Judges of courts of record, full-time court commissioners, U.S. bankruptcy judges, U.S. magistrate judges, other persons who perform a judicial function in an exclusive basis, in an official capacity created by federal or state statute or by administrative agency rule, and retired judges who are eligible for temporary judicial assignment, and are not engaged in the practice of law, shall be classified as Judicial members, except that if a member's terms and conditions of employment require that they be eligible to practice law, then the member may choose to be an Active member.

Judicial members shall not be eligible to practice law in the District of Columbia or to hold office or vote in any general election or vote on other business conducted by the District of Columbia Bar.

(d) **Retired.** Retired members are those persons who have retired from the practice of law (except, as provided in D.C. App R. 49, on a pro bono basis), or who are totally disabled and unable to practice law, and who have certified that (1) they have been an Active member of the Bar for five years (two years of any combination of Inactive or Judicial membership may be substituted for one year of Active membership to satisfy this requirement); and (2) they have been engaged in the practice of law in the District of Columbia or elsewhere for a total of 25 years.

Retired members shall not be eligible to hold office or vote in any general election or other business conducted by the District of Columbia Bar.

Section 3.03 Special Legal Consultants Category.

Special Legal Consultants licensed by the Court are not members of the Bar but are subject to the same conditions and requirements under the applicable Rules, Bylaws, and Membership Manual as Active members of the Bar. These persons may render legal services in the District of Columbia as permitted by Court rules and are subject to specific limitations noted therein.

Special Legal Consultants are exempt from the Mandatory Course requirement and shall not be eligible to hold office or vote in any election or other business conducted by the District of Columbia Bar.

Section 3.04 Additional Classes

The Board of Governors shall have the authority to create additional classes of membership and promulgate the required qualifications for such classes.

Section 3.05 Membership Requirements.

(a) **Annual Registration Statement and Change of Information.**

1. **Annual Registration.** On or before July 1st, all Active, Inactive, and Judicial members of the Bar shall be required to file annually with the Bar a registration statement in an electronic form as required by the Bar.

   In addition, all members of the Bar are required to file with the Bar any changes in the information previously submitted on the registration statement within 30 days of the change. Failure to timely submit changes may result in a member's automatic administrative suspension.

   Newly admitted members shall file such a registration statement within three months of their admission date as authorized by the Court.

2. **Failure to Register.** Any member who fails to file the required registration statement shall be suspended from membership. Suspended members shall not engage in the practice of law in the District of Columbia until they complete the reinstatement requirements set forth in the Membership Manual or unless otherwise authorized by D.C. App. R. 49.

(b) **Fees.**

1. **License Fee and Late Fee**. All Active, Inactive, and Judicial members Special Legal Consultants shall pay an annual license fee to remain in good standing. All membership license fees shall be determined and approved by the D.C. Bar's Board of Governors and shall not exceed a ceiling set by the District of Columbia Court of Appeals.

   All license fees are due on or before July 1st unless otherwise published by the Board of Governors. License fees are non-refundable once payment has been remitted.

   All members whose annual license fee has not been received by the Bar by July 15th will be assessed and required to pay a late fee in addition to the full amount of the annual license fee due for the annual license year.

   The D.C. Bar's annual license year shall run concurrently with its Fiscal Year.

2. **Reinstatement Fees.** The Bar shall have the authority to assess and collect reinstatement fees.

3. **Suspension for Nonpayment of License Fee and/or Late Fee.** Any member whose annual license fee and/or assessed fees associated with their membership invoice (including the late fee and/or returned payment fee) remains unpaid by September 30th shall be

automatically administratively suspended. Except as otherwise provided in D.C. App. R. 49, a member whose membership has been administratively suspended for nonpayment of the annual license fee and/or failure to pay other late and/or assessed fees shall not be entitled to practice law in the District of Columbia during the period of administrative suspension.

(c) **Mandatory Course on the District of Columbia Rules of Professional Conduct and District of Columbia Practice ("Mandatory Course" or "Course").**

1. **The Mandatory Course for New Admittees.** Attorneys admitted to the District of Columbia Bar after July 1, 1994 are required to complete the Mandatory Course within twelve months of admission to the Bar.

   Newly admitted attorneys of the Bar who have not completed the Mandatory Course requirement within twelve months of admission shall be sent a notice of noncompliance to the attorney's preferred email address in their official Bar record.

2. **Suspension of New Admittees for Failure to Complete the Mandatory Course.** Newly admitted attorneys of the Bar who have not completed the Course within 60 days of the issuance of the 12-month Notice of Noncompliance shall be automatically suspended and shall be sent a Notice of Suspension to the attorney's preferred email address in their official Bar record.

3. **Annual Report.** The Bar shall provide a written report annually to the Court concerning the Course, its curriculum and faculty, number of presentations, attendance, and the number of attorneys suspended for failure to comply with section (2) above.

Section 3.06 Change in Membership Class, Resignation, and Reinstatement.

These topics are addressed fully in the Membership Manual.

Section 3.07 Membership Status and CEO Discretion.

The Chief Executive Officer may, in their discretion, authorize a change to a member's official record or require other action be taken, including, but not limited to, retroactive reinstatement, to address a matter arising under this Article or the Membership Manual due to an error or omission on the part of the Bar, or upon other good cause shown, and upon such terms and conditions they deem appropriate.

Section 3.08 Notices and Deadlines.

(a) **From the Bar to Members.** All notices shall be sent to the member's preferred email address contained in the member's official Bar record. Notices of administrative

(b) suspension shall be sent in writing by first class U.S. mail and by email to the preferred email address contained in the member's official Bar record.

(c) **From the Bar to the District of Columbia Courts.** The Bar shall provide written notice to the clerks of the D.C. Court of Appeals and/or the D.C. Superior Court of any suspensions arising under this Article.

(d) **Deadlines.** The applicable deadline for any date in this Article that may fall on a weekend or District of Columbia holiday shall be the next regular business day.

Section 3.09 Meetings of the Membership.

(a) **Annual Meeting, Minutes and Required Notice.** Each year there shall be an annual meeting of members of the Bar. The Board of Governors shall determine the time and place of the annual meeting and shall arrange therefor a suitable program. The Annual Meeting shall be held in-person, electronically, or both, as prescribed by the Board of Governors, provided all attendees can contemporaneously communicate with each other during the meeting.

Minutes of the Annual Meeting shall be approved by the Board of Governors.

Notice of the time and place of every annual meeting of members shall be provided to each Active member of the Bar or published in an official Bar publication at least 30 days prior to the meeting.

(b) **Special Meetings, Minutes and Required Notice.** Special meetings of the members of the Bar may be called by the Board of Governors or the President. The Secretary shall call a special meeting whenever they have received a petition signed by not less than three percent of the Active members of the Bar requesting such meeting. Such petition shall specify the purpose of the meeting, and the meeting shall be convened accordingly as promptly as possible and not later than 30 days after the Secretary receives such petition. The census of the Bar's Active members shall be determined as of the first business day of the calendar year in which the petition is submitted.

Minutes of any special meeting shall be approved by the Board of Governors.

The Board of Governors or the President shall fix the time and place of every special meeting, make suitable arrangements therefor, and cause the Secretary to give notice thereof to the members. Such meetings shall be limited to the purpose set forth in the notice. Special meetings shall be held in-person, or electronically, or both, as prescribed by the

Board of Governors, provided all attendees can contemporaneously communicate with each other during the meeting.

Notice of the time, place and purpose of every special meeting of members shall be provided to each Active member of the Bar or published in an official publication of the District of Columbia Bar at least 10 days prior to the meeting.

(c) **Quorum and Vote.** One hundred Active members present at any annual or special meeting of the membership shall constitute a quorum. No member shall be entitled to be represented by proxy. Only Active members in attendance at the time a vote is taken, in person or electronically, at an annual or special meeting of the membership may participate in any vote taken at that meeting. Action by a majority of the members present and voting shall constitute action by the membership.

Article IV
Board of Governors

Section 4.01. Composition. The Bar's Board of Governors (BOG or Board) shall consist of no more than 23 members as follows:

(a) Twenty Active D.C. Bar members, including the Officers, the Immediate Past-President, and the Treasurer-Elect, all of whom shall be voting members; and

(b) Three non-voting members, who shall not have been admitted to practice law in any jurisdiction.

Section 4.02. Term. All voting and non-voting members of the Board shall serve a three-year term or until their successors take office as prescribed in these Bylaws. The term of all Board members shall begin at the start of the fiscal year. Board members may not be elected to and may not serve more than two consecutive three-year terms.

Section 4.03. Duties. The Board shall have general charge of the affairs and activities of the Bar. It shall have the authority:

(a) To evaluate whether the needs of the organization's members are being met;
(b) To develop a long-range strategic plan for the organization and measure its progress;
(c) To request, receive, consider and take action on reports and recommendations;
(d) To ensure the organization accurately reports its finances, approve the annual budget, monitor the organization's financial condition, and review the outside audit;
(e) To fix the time and place of the annual meeting of members of the Bar;

(f) To arrange for publication of an official Bar bulletin or journal;
(g) To conduct investigations of matters affecting the Bar;
(h) To authorize, when appropriate, public statements on major issues of public interest or concern, or of major importance to Bar members;
(i) To adopt Bylaws and regulations, not inconsistent with the Rules, for the orderly administration of the Bar's affairs and activities; and
(j) To appoint, actively support, and work in partnership with the Chief Executive Officer, providing information and clear direction and evaluating the Chief Executive Officer's performance in carrying out the board's directives and goals to best serve the membership and the public.

Section 4.04. ***Vacancies.*** In the event of a vacancy of a voting member of the Board and excluding the President, President-Elect, Treasurer, and Treasurer-Elect, the voting Board member's position shall be filled by the Board candidate receiving the next highest number of votes in the most recent regular annual election, subject to Board approval. In the event the Board does not approve, or such candidate is unable to serve, the position shall be filled by the candidate receiving the next highest number of votes in order, down to the candidate receiving the lowest number of votes, subject to Board approval. If this process still results in a vacancy, or in the event of a vacancy of a non-voting member of the Board, the President, in consultation with the Chief Executive Officer and Chair of the Committee on Nominations, shall appoint an individual to fill that position, subject to Board approval.

Section 4.05. Meetings.

(a) **Regular Meetings.**
The Board of Governors shall hold up to eight regular meetings per fiscal year. The dates and locations of the Board's regular meetings shall be announced by the Board no later than June 30 of the prior fiscal year. The Board may with good cause change the date and location of any regularly scheduled meeting without required notice to the Bar membership.

Reasonable written notice of the time, place, and if applicable, technology platform of such meetings, shall be provided to all members of the Board, required Committee Chairs, the Office of Disciplinary Counsel, Board on Professional Responsibility, and to the presidents of the voluntary bar associations who shall be invited to attend all meetings of the Board.

Any transactional business that is within the power of the Board may be conducted during a regular meeting whether specified in the meeting notice or not provided two-thirds of the voting members of the Board present and voting approve the addition of the unspecified matter to the agenda.

(b) **Special Meetings.**

In addition to regular meetings, a special meeting may be called by the President, the Executive Committee, or five voting members of the Board. Reasonable written notice of the time, place, and if applicable, technology platform of such meetings, as well as subjects to be covered, shall be provided to all members of the Board and all required parties.

Any transactional business that is within the power of the Board may be conducted during a special meeting whether specified in the meeting notice or not provided two-thirds of the voting members of the Board present and voting approve the addition of the unspecified matter to the agenda.

(c) **Electronic Meetings.**

Board meetings may be held in person or electronically, as long as all attendees can simultaneously hear each other and participate during the meeting. The President, the Board of Governors, or the Executive Committee shall determine whether to hold a meeting electronically.

(d) **Electronic attendance at meetings.**

Board members may, subject to the President's discretion, participate in an in-person meeting electronically or other means by which all attendees can simultaneously hear each other and participate during the meeting.

Section 4.06. Quorum. A majority of the voting members of the Board shall constitute a quorum.

Section 4.07. Voting. There shall be no proxy voting allowed. Voting members of the Board must be in attendance, in person or electronically, at the meeting at the time a vote is taken for their vote to count. Action by a majority of the members present and voting shall constitute action by the Board. All votes shall be recorded in writing by the Secretary.

Section 4.08. Action in Lieu of a Meeting. The Board may take an official action in between regular meetings when the President, the Board of Governors, or the Executive Committee determines that such an action is necessary prior to the next regular meeting, and also determines that calling a special meeting is either not feasible or unnecessary.

The proposed action in lieu of a meeting shall be presented to the Board in writing and a time limit for voting specified. Voting shall take place as prescribed in such writing.

Section 4.09. Executive Committee.

(a) **Members.** The Executive Committee shall consist of the President, the President-Elect, the Immediate Past President, and four additional Board members annually appointed by the President and approved by the Board of Governors.

(b) **Meetings.** The Executive Committee shall meet at the call of the President, or upon call of the Secretary upon written application of three members of the Committee, upon one day's notice. Five members shall constitute a quorum. Action by a majority of the members present and voting at a meeting shall constitute action by the Committee. Members may, subject to the President's discretion, participate in an in-person meeting electronically or other means by which all attendees can simultaneously hear each other and participate during the meeting. The President shall preside over the meetings of the Executive Committee.

(c) **Minutes of Meetings.** Minutes of each meeting of the Executive Committee shall be taken and distributed to the members of the Board of Governors within a reasonable period following such meeting. Minutes of the Committee shall be part of the permanent records of the Board of Governors.

(d) **Powers, Duties, and Exceptions.** The Executive Committee may exercise all the powers and perform all the duties of the Board of Governors between meetings of the Board, but only to the extent that action taken is not contrary to the instructions of the Board of Governors. The Executive Committee shall perform such duties as the Board of Governors may from time to time prescribe.

The Executive Committee shall not amend the Bylaws, make rules or regulations governing nominations or elections, or initiate the taking of any referendum or poll of members of the Bar.

Article V
Officers of the Bar

Section 5.01. Officers. The officers of the Bar shall be a President, a President-Elect, a Secretary, and a Treasurer.

Section 5.02. Qualifications. Only Active members of the Bar shall serve as officers of the Bar.

Section 5.03. Appointment of Secretary. The President, at the beginning of the fiscal year, shall appoint a voting member of the Board of Governors to serve as a Secretary, subject to the approval of the Board.

Section 5.04. Terms. The officers shall serve for one year or until their successors are appointed or elected, and their term of office shall begin at the start of the fiscal year; provided however that the Secretary shall serve no more than three consecutive years in that office.

Section 5.05. Duties. The officers shall perform the following duties in addition to any other duties that may be prescribed under the authority of these Bylaws, other governing documents, and by the parliamentary authority adopted by the Bar. Officers may assign certain administrative duties of their office to be carried out by the Chief Executive Officer or their designee. Officers shall receive no compensation for their services.

(a) The President shall preside at all meetings of the Bar and of the Board of Governors, shall be an ex-officio member of all committees unless otherwise provided in these Bylaws, and shall remain on the Board as the Immediate Past President for the fiscal year following their year of service as President.

(b) The President-Elect shall perform the duties of the President during any absence or temporary disability of the President, be an ex-officio member of all committees unless otherwise provided in these Bylaws and succeed to the office of President at the start of the fiscal year following their year as President-Elect.

(c) The Secretary shall be the legal custodian of the records of the Bar and take the minutes of the proceedings of the meetings of the Bar and of the Board.

(d) The Treasurer shall keep correct and complete records of account showing accurately at all times the financial condition of the Bar; furnish, at meetings of the Board, or whenever requested, a statement of the financial condition of the Bar; and be the legal custodian of all moneys, notes, securities, and other valuables that may from time to time come into the possession of the Bar. The Treasurer shall also work with the Treasurer-Elect to help prepare them for their year as Treasurer. The Treasurer shall remain on the Board as an at-large member for the fiscal year following their year of service as Treasurer.

Section 5.06. Vacancies.

(a) **President and President-Elect.**

If a vacancy occurs in the office of the President, the President-Elect shall succeed to the office of the President and serve the remainder of the term of the President and, subsequently, the presidential term for which the President-Elect was elected.

If a vacancy occurs in the office of the President-Elect, the Board shall elect one of its voting members to assume the duties of President-Elect for the remainder of the term. In the event of such vacancy, at the next Bar election, there shall be an election for the offices of President-Elect and President.

(b) **Treasurer and Treasurer-Elect.**
If a vacancy occurs in the office of the Treasurer, the Treasurer-Elect shall succeed to the office of the Treasurer and serve the remainder of the term of the Treasurer and, subsequently, the Treasurer term for which the Treasurer-Elect was elected.

If a vacancy occurs in the office of the Treasurer-Elect, the Board shall elect one of its voting members to assume the duties of Treasurer-Elect for the remainder of the term. In the event of such vacancy, at the next Bar election, there shall be an election for the offices of Treasurer-Elect and Treasurer.

(c) **Secretary.**
If a vacancy occurs in the office of the Secretary, the President shall appoint a voting member of the Board of Governors to fill the vacancy, subject to the approval of the Board.

Section 5.07. Other. The President and President-Elect shall serve as Delegates to the House of Delegates of the American Bar Association. At the close of the President's term, the President shall continue in their office of President only to fulfill their service as Delegate if so required by the American Bar Association until the close of the ABA Annual Meeting in that calendar year. In the event that the President or President-Elect is unable to attend a meeting of the House of Delegates or is serving as a Delegate by reason of another election or appointment, the President shall, subject to Board approval, appoint an active member of the Bar to fill the vacancy.

Article VI
Nominations and Elections

Section 6.01. Nominations Committee. The President, with the approval of the Board, shall appoint a Nominations Committee for a one-year term. The Nominations Committee shall consist of eight Active members of the Bar who are not members of the Board and the Immediate Past President who shall serve as an ex officio member. The President and President-Elect shall not serve as members of the Nominations Committee. Active members appointed by the Board shall serve on the Nominations Committee for no more than two consecutive terms. Members having served on the Nominations Committee in a fiscal year shall not be eligible to be nominated for any position on the ballot for the election in that same fiscal year.

Section 6.02. Duties of the Nominations Committee. The Nominations Committee shall prepare a list of eligible candidates for voting positions on the Board of Governors, to be elected by eligible D.C. Bar members. The Nominations Committee shall deliver its slate of candidates to the Secretary in accordance with a schedule determined by the Board or the Executive Committee. The Nominations Committee shall also deliver a list of eligible candidates for the three non-voting positions of the Board of Governors to be elected by the Board.

(a) **President-Elect**: The Nominations Committee shall nominate at least two but no more than three Active D.C. Bar members for the office of President-Elect.

(b) **Treasurer-Elect:** The Nominations Committee shall nominate at least two but no more than three Active D.C. Bar members for the seat of Treasurer-Elect.

(c) **Board of Governors**: The Nominations Committee shall nominate at least two but no more than three Active D.C. Bar members for each Board vacancy to be filled in the subsequent election.

(d) **American Bar Association (ABA) Delegates:** The Nominations Committee shall nominate at least one more nominee than the total number of vacancies to be filled but not more than two eligible D.C. Bar members for each vacancy as delegates to the American Bar Association to be filled at the ensuing election. This is separate from the two ABA Delegate positions filled by the President and President-Elect of the Bar.

Additionally, the Nominations Committee shall nominate at least two but no more than three eligible D.C Bar members, to comply with ABA delegate requirements for one elected delegate to be admitted to practice in their first bar within the past five years, or who must be less than 36 years old at the beginning of their term. Eligible nominees shall be separately slotted on the ballot and shall run against each other for one delegate position.

Section 6.03. Nominations by Petition. Except for the offices of the President and the President-Elect, nominations may be made by a written petition that has been signed by at least one-half of one percent (0.5%) of the Active members of the Bar, based on the census of the Bar as of the first business day of the calendar year in which the petition is submitted. Nominating petitions shall be filed with the Secretary no later than 14 calendar days after the announcement of nominations. Such petitions shall be submitted on the official form provided by the Bar and in accordance with procedures established by the Board of Governors. At a minimum, nominating petitions must contain legible handwritten eligible member signatures accompanied by the member's license number.

Section 6.04. Notifying Bar Members of Nominations. The Secretary shall, no later than five business days after receiving the slate from the Nominations Committee, announce the list of the nominations for the ensuing election.

Section 6.05. Voting. Voting shall be by secret ballot. Ballots shall contain the names of all nominees, in random order, for the respective positions.

Section 6.06. Voting Eligibility. Eligible voters shall include all Active members in good standing as of the close of business on the second Monday in April.

Section 6.07. Election Returns and Results. The President shall be present when the voting results are received and shall certify the voting results. The President shall preside over challenges made to the elections process and may exercise the discretion to elevate any such challenge to the Board whose decision shall be final.

The candidates receiving the highest number of votes for their respective offices shall be declared duly elected. The certified voting results shall be published by the Bar on its website.

Article VII

Committees

Section 7.01. General. The Board may form standing committees and may delegate to such committees any of its powers, except the power to (a) elect or remove Board members or Board committee members; (b) approve the dissolution, merger or reorganization of the Bar or its affiliated entities, or distribution of the Bar's assets or that of its affiliated entities; (c) amend the Bylaws; or (d) any such other matters as the Board may determine by a majority vote of the voting members of the Board. Any committee to which powers of the Board are delegated shall consist solely of members of the Board.

The Board may also form special committees that shall not have powers of the Board but shall report to and advise the Board of Governors.

Unless otherwise provided in a particular committee's Board-approved governance document, a quorum of any committee shall be a majority of the members of the committee. Action of any committee shall be by majority vote of the members of the committee present and voting. The composition of all committees, as well as the duties and terms shall be subject to Board approval. Committee members shall serve at the pleasure of the Board.

Section 7.02. Standing Board Committees. The Standing Board Committees shall include the Audit Committee, Budget Committee, and Finance Committee.

(a) The Audit Committee shall provide independent oversight of the Bar's financial reporting, internal controls and audit functions; and in so doing, shall have the authority to retain and discharge independent auditors to perform an annual audit and present their findings and recommendations to the Board. The Immediate Past President and Treasurer shall not serve on the Audit Committee.

(b) The Budget Committee shall oversee the preparation of an annual proposed budget which it recommends to the Board for approval. The President-Elect shall serve as the Chair of the Budget Committee.

(c) The Finance Committee shall oversee the Bar's financial matters by monitoring, reviewing and reporting on the Bar's financial and investment operations. The Finance Committee shall select the Bar's investment advisors and determine whether to take action on the advisors' recommendations. The Immediate Past President shall serve as the Chair of the Finance Committee.

Section 7.03. Other Bar Committees. The Board shall also establish other committees it deems appropriate and necessary.

Article VIII
Chief Executive Officer

Section 8.01. Chief Executive Officer. The Chief Executive Officer ("CEO") shall be appointed by and serve at the pleasure of the Board. The CEO shall have general and active control over the Bar's operations and personnel, be responsible for the administration of the Bar's finances, and perform other duties incident to a chief executive officer of an organization that are not inconsistent with applicable law, the Rules, or these Bylaws.

Article IX
Parliamentary Authority

Section 9.01. Parliamentary Authority. The rules contained in the latest edition of *Robert's Rules of Order Newly Revised* shall govern the Bar in all cases to which they are applicable and in which they are not inconsistent with the Rules, these Bylaws, the Membership Manual, or any special rules of order of the Board.

Article X
Amendments

Section 10.01. Amendments. These Bylaws may be amended at any regular or special meeting of the Board by a two-thirds vote of the members of the Board of Governors present and voting, provided that notice of the amendment has been submitted in writing to the Board with the agenda of the meeting.

Article XI
Indemnification

Section 11.01. Mandatory Indemnification.

(a) The Bar shall indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or on behalf of the District of Columbia Bar), because he or she is or was an officer of the Bar, a member of the Board of Governors, an elected or appointed official of a Community, a member of a Committee of the Bar, a member of the Board on Professional Responsibility or its hearing committees or a monitor appointed either by the Court or the Board on Professional Responsibility, a practice monitor appointed by the Practice Management Advisory Service pursuant to a diversion agreement encompassed by Rule XI of the Rules Governing the District of Columbia Bar, a member of or an arbitrator appointed by the Attorney/Client Arbitration Board, a trustee of the Clients' Security Fund, a paid employee of the Bar (including an employee of the Office of Disciplinary Counsel and the Board on Professional Responsibility) under the following circumstances:

(1) where they have been successful on the merits or otherwise in defense of any such action, suit or proceeding, and

(2) where they have settled the action or been unsuccessful on the merits and neither the Board nor an appropriate court has determined that the expenses have resulted from fraud, corruption, actual malice, or intentional wrongdoing on the part of the person claiming indemnification.

The indemnification under this section shall cover expenses (including attorney's fees) actually and necessarily incurred by such person in connection with the defense and/or good faith settlement of such action, suit, or proceeding.

(b) Any indemnification under paragraph (a) of this Section shall be made by the District of Columbia Bar only as authorized in the specific case by the Board upon its

determination that indemnification is appropriate. The Board shall make that determination and authorization by a majority vote of a quorum consisting of disinterested members. The Board shall have the right, as a condition of granting indemnification, to approve in advance the choice of counsel as well as any settlement by the person requesting indemnification. The Board shall not unreasonably withhold its approval.

Section 11.02. Advancing Expenses.

When an action covered by Section 11.01 above is pending or threatened, the District of Columbia Bar shall advance expenses (including reasonable attorney's fees) incurred by a person eligible for indemnification, upon (a) such terms and conditions as the Board, by a majority vote of a quorum of disinterested members, deems appropriate and (b) receipt of a promise by such person to repay such advances if it shall ultimately be determined that he or she is not entitled to be indemnified by the Bar as authorized under this Article.

Section 11.03. Non-Exclusivity of Indemnification Under Article XI.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any Bylaw, agreement, vote of the Board or members of the Bar, or otherwise.

Section 11.04. Insurance.

The District of Columbia Bar may purchase and maintain insurance on behalf of any person who is or was an officer of the Bar, a member of the Board of Governors, an elected or appointed official of a Community, a member of a Committee of the Bar, a member of the Board on Professional Responsibility or its hearing committees or a monitor appointed either by the Court or the Board on Professional Responsibility, a practice monitor appointed by the Practice Management Advisory Service pursuant to a diversion agreement encompassed by Rule XI of the Rules Governing the District of Columbia Bar, a member of or an arbitrator appointed by the Attorney/Client Arbitration Board, a trustee of the Clients' Security Fund, a paid employee of the Bar (including an employee of the Office of Disciplinary Counsel, the Board on Professional Responsibility, and the D.C. Bar Pro Bono Center) against any liability asserted against them and incurred by them in any such capacity or arising out of their status as such.

Article XII
Other Topics

12.01. Fiscal Year. The Fiscal Year of the D.C. Bar shall begin on July 1st and end on June 30th of the following calendar year.

PROVISOS to the D.C. BAR PROPOSED BYLAWS REVISION

Provided, That this revision shall become effective on July 1, 2022.

Provided, That during fiscal year 2022-23, the Nominations Committee shall nominate at least two but no more than three Active D.C. Bar members for (a) the office of Treasurer and (b) the seat of Treasurer-Elect for service during fiscal year 2023-24.

Provided, That during fiscal year 2023-23, there shall be an election for both the office of Treasurer and the seat of Treasurer-Elect for service during fiscal year 2023-24. The winner of the election for Treasurer shall serve a two-year term as follows (i) as Treasurer in their first year and (ii) as a non-voting member of the Board in their second year.

The winner of the election for Treasurer-Elect shall serve a three-year term as follows: (i) as Treasurer-Elect in their first year; (ii) as Treasurer in their second year; and (iii) as a member of the Board in their third year.

Approved by the Board of Governors on April 12, 2022.