

# BYLAWS OF THE CONNECTICUT BAR ASSOCIATION, INC.

Updated 6/20/11

## I

The President shall preside at all meetings of the Board of Governors and in case of the President's absence, the President-Elect shall preside, and in the absence of both the President and President-Elect, the Vice-President shall preside. In the event of the absence of all said officers, the meeting shall choose some Member of the Board of Governors present to preside. The presiding officer may turn over the chair from time to time during a meeting in the presiding officer's discretion.

## II

Seven Members at the Board of Governors shall constitute a quorum. Meetings of the Board of Governors shall be held on the call of the President, and in the event of the failure or omission of the President to do so, such meeting shall be called by the Secretary upon the written request of three Members of the Board of Governors.

## III

The President shall be ex-officio a Member of each Committee of the Association.

## IV

Sections may be created either by a two-thirds vote of the Board of Governors or by a petition for permission to form a Section. Petition for permission to form a Section shall be signed by not less than twenty Members and shall be submitted to the Board of Governors at least two months prior to the meeting at which it is to be acted upon. Each such petition shall be accompanied by:

1. Proposed Bylaws which shall include a statement of the proposed jurisdiction of the Section;
2. Titles of the Committees which the Section proposes to establish initially.

The Board of Governors may approve such petition for permission to form a Section by majority vote of those present and voting. Upon such approval, said Section shall be deemed to have been established. In the event the Board of Governors shall disapprove such petition it shall submit such petition to the House of Delegates with its recommendations. Upon approval of the petition by the House of Delegates such Section shall be deemed to have been established. Sections may be discontinued by the House of Delegates by a two-thirds vote of those present and voting after a report by the Board of Governors, provided that the proposal for such discontinuance has been set forth in or with the notice of the meeting at which such proposal is to be acted upon and provided that like notice shall have been sent to the officers of such Section. Each Section shall meet no less than four times during the Bar year. The Executive Committee of each Section shall meet no less than twice during the Bar year. The Secretary of each Section

shall keep minutes of the Section and Executive Committee meetings. Minutes shall indicate attendance. It shall be the duty of each Section to keep a roster of its Members. The Bylaws of each Section shall be subject to the approval of the Board of Governors. Copies of the minutes, roster and Bylaws shall be on file with the Association.

## V

It shall be the duty of the Board of Governors from time to time to appoint such delegates to the American Bar Association and to other associations and organizations as this Association shall be entitled or authorized to appoint.

## VI

Between meetings of the House of Delegates, the President shall be charged with responsibility for its administrative affairs.

## VII

Any temporary vacancy due to incapacity or absence from the state shall be temporarily filled in the manner provided by Article VIII of the Constitution.

## VIII

There shall be the following Standing Committees of the Association which shall report to the House of Delegates except as provided herein:

(a) A Committee on Professional Ethics which shall have at least five Members who shall be appointed by the President and which shall have at least one but not more than three Members who are simultaneously members of the Board of Governors. Its duties shall include the development of opinions pursuant to Bylaws IX and X.

(b) A Committee on Unauthorized Practice of Law which shall have at least five Members who shall be appointed by the President and which shall have at least one but not more than three Members who are simultaneously Members of the Board of Governors. Its duties shall include the development of opinions pursuant to Bylaws IX and X.

(c) A Nominating Committee which shall have thirteen Members who shall be appointed by the President for a term of one year. The Members shall be distributed as follows: New Haven County (3), Fairfield County (3), Hartford County (3), and remaining counties (3). In addition, there shall be a Chair who shall be from the geographic classification of the Immediate Past-President. The Committee's duties shall include the nomination of candidates to serve as officers.

(d) An Audit Committee which shall have five Members including the President, the Treasurer, a Member of the House of Delegates, a Member of the Board of Governors, a Member at large, the latter three to be appointed to staggered three-year terms by the President with the approval of the Board of Governors. Its duties shall include the engagement of the Association's outside

auditors, the oversight of the financial affairs of the Association and periodic reports to the Board of Governors and the House of Delegates.

(e) An Executive Director Review and Compensation Committee which shall have between four and seven Members including the President, the immediate Past-President, a Member of the House of Delegates, and a Member of the Board of Governors. The non-officer Committee Members must be Members and shall be appointed by the President to staggered three-year terms. Its duties shall include establishing and monitoring of goals for the Association's Executive Director and determining a corresponding level of compensation.

(f) A Federal Judiciary Committee which shall have a Chair and twelve Members who shall be appointed by the President to staggered three-year terms. Its principal duties involve the independent evaluation of, and appropriate report on, the suitability of candidates for service on the Federal Bench.

(g) A Membership Committee which shall have between five and seven Members who shall be appointed by the President to staggered three-year terms, and shall include a Member of the House of Delegates and a Member of the Young Lawyers Section. The Executive Director shall be an ex-officio Member. The Committee's duties shall include the promotion and reaffirmation of membership in the Association by, among other approaches, affirmatively reaching out to the diverse lawyer population of Members and potential Members. Consistent with the Purpose of the Association, the Committee should advocate the highest level of professionalism, emphasize the common interests of the members of the profession, and foster inclusion within the Association of a broadly diverse membership.

(h) A Legislative Policy and Review Committee which shall have the President-Elect as its Chair and have at least nine Members who shall be appointed by the President to staggered three-year terms. At least two-thirds of Members of the Committee shall be current members of the House of Delegates, Board of Governors, or Executive Committee or shall have previously served in such capacity. The Legislative Counsel of the Association, the Director of Public Affairs and Government Relations, or the otherwise titled senior lobbyist of the Association shall be an ex officio Member of the Committee. The President-Elect may designate a Member to serve as the acting Chair of the Committee, in the absence of the President-Elect. The Committee's duties shall include (1) the review of suggested Section, Committee, and Association positions on proposed legislation, regulations and rules and it shall make recommendations regarding same to the House of Delegates, and/or the Board of Governors and/or the Executive Committee in accordance with the Association's legislative policies; and (2) the review, revision, and monitoring of the Association's legislative policies. A quorum of the Committee shall consist of five present Members. Abstention from votes at a meeting of the Committee shall not affect the establishment of a quorum.

## IX

The following procedure shall govern the adoption and publication of formal opinions of the Committee on Professional Ethics and formal opinions of the Committee on Unauthorized Practice of Law.

All formal opinions prepared by the Committee shall be submitted to the Board of Governors for review, comment, or suggestions before being adopted by the Committee. The Board of Governors shall review any opinion submitted to it at its first meeting after 15 days following the date of submission and shall return the opinion, together with its comments or suggestions to the Committee within one week after the Board of Governors' meeting. If the opinion is not so returned, or is returned without comment or suggestions, it will be deemed that the Board of Governors has no comments or suggestions and the opinion will be deemed to have been adopted by the Committee.

Upon return of any formal opinion to the Committee by the Board of Governors with any comments or suggestions, the Committee will meet again to consider the comments and suggestions, at which meeting the Committee may adopt the opinion as originally drafted or take any other action it deems appropriate with regard to modifying and adopting or deciding not to adopt the opinion.

After the Committee has adopted an opinion, the opinion shall be published in the next issue of the Connecticut Bar Journal.

Within thirty days after such publication, any twenty-five Members or a majority of the Board of Governors may, by written petition directed to the President-Elect, request a hearing before the House of Delegates at its next meeting, at which time the House of Delegates shall determine whether the opinion shall be adopted as an official opinion of the Association.

If within thirty days of publication in the Connecticut Bar Journal, no such petition for a hearing has been filed, the opinion shall become an official opinion of the Association.

Withdrawal or amendment of a formal opinion may be accomplished by the same procedure as adoption.

## X

The Committees on Professional Ethics and Unauthorized Practice of Law may adopt and issue informal opinions from time to time pursuant to such rules and bylaws as said Committees may adopt. Such informal opinions need not be submitted to the Board of Governors nor be published in the Connecticut Bar Journal. Each of said Committees may in its discretion cause summaries of its informal opinions to be published in the Association's newsletter.

## XI

A law student or paralegal student who is otherwise ineligible for Association membership may apply for law student or paralegal student membership under rules prescribed by the Board of Governors. Dues for Law Student Members or Paralegal Student Members must be paid as prescribed by the House of Delegates. A Law Student Member or Paralegal Student Member has no interest in the property of the Association. A Law Student Member or Paralegal Student Member may not participate in electing representatives to the House of Delegates or in nominating a Member of the Board of Governors or an officer and may not serve in any of these capacities. A Law Student Member or Paralegal Student Member may not vote in Association elections. Each Law Student Member shall automatically be a Member of the Young Lawyers Section. Each Paralegal Student Member shall automatically be a Member of the Committee on Paralegals. A Law Student Member or Paralegal Student Member may participate in the benefit programs available to Associate Members, as determined by the Membership Committee.

## XII

A candidate for Associate status shall apply under rules prescribed by the Board of Governors. Dues for Associates must be paid as prescribed by the House of Delegates. An Associate has no interest in the property of the Association. An Associate may not participate in electing representatives to the House of Delegates or in nominating a Member of the Board of Governors or an officer and may not serve in any of these capacities. An Associate may not vote in Association elections or on any Section or Committee business. An Associate may participate in the benefit programs available to Association Members.

## XIII

The official publication of the Association shall be the Connecticut Bar Journal, published under control of the Board of Governors by a Board of Editors. The President, not later than thirty days after adjournment of the annual meeting, shall appoint the Board of Editors, not fewer than seven in number, to serve for one year. The President shall arrange a meeting of said Board as soon as is practicable after its appointment, at which meeting said Board shall elect the Editor of the Connecticut Bar Journal, from the membership of the Association or from its own membership, and shall report the election to the Secretary.

## XIV

There shall be a Council of Bar Presidents, whose Members shall be the presidents of every bar association (whether local or county) which is a Member of the Council of Bar Presidents on the effective date of this article. The Board of Governors shall have the authority to include as Members the presidents of additional bar associations. The President-Elect of the Association shall be the presiding officer of the Council. The Council shall adopt such internal rules for its organization and governance, not inconsistent with this Constitution, as it may deem appropriate, including rules for determining the criteria for admission of new Members and the dropping of existing Members, for adopting rules and procedures, rules regarding attendance, and all matters necessary and proper for its governance and organization. The Council of Bar Presidents shall be

entitled to have a representative at every meeting of the Board of Governors, but without the right to vote. The Council of Bar Presidents shall also be entitled to have a representative attend each meeting of the House of Delegates with the same floor rights as any Chair of a Section or Committee at said House of Delegates meeting, but without the right to vote. The Council of Bar Presidents shall from time to time choose one of its members to be its said representative at the Board of Governors and House of Delegates meetings. The Council of Bar Presidents shall meet from time to time and shall serve as a liaison between the House of Delegates and the Association on the one hand and the local bar association on the other hand, and shall make recommendations to and give advice to the House of Delegates and the Board of Governors. The Council of Bar Presidents may meet five (5) times a year, the date for each succeeding meeting to be set by the Members attending the preceding meeting. Additional meetings shall be at the call of the President-Elect of the Association. Notice of the meetings, together with a copy of the agenda for that meeting and a copy of the minutes of the preceding Board of Governors meeting shall be sent to each Member of the Council at least seven days before each meeting. Each bar association shall be entitled to one vote at the meetings of the Council.

## XV

All terms defined in the Constitution of the Association shall have the same meaning in these Bylaws.