

**JOHNSON COUNTY BAR ASSOCIATION**

**BY-LAWS**

(as of June 3, 2009)

**ARTICLE I**

**NAME**

The name of this Association shall be The Johnson County Bar Association.

**ARTICLE II**

**OBJECTS AND PURPOSES**

This Association shall have as its objects and purposes:

1. To promote public respect for our Constitution and form of government;
2. To promote the equal and efficient administration of justice;
3. To encourage and enforce high standards of integrity, honor and courtesy in the legal profession;
4. To create awareness of issues of importance to the practicing bar and to the community, and to provide and encourage leadership for improvement of the community;
5. To provide continuing legal education for its members and promote the science of jurisprudence; and,
6. To cultivate fraternity among its members. The Code of Professional Responsibility of the American Bar Association and the Johnson County Bar Association's Creed and Tenets of Professional Conduct are hereby adopted and made a part of these Articles of Association, and shall govern the conduct of the members of this Association.

**ARTICLE III**

**MEMBERSHIP 1.**

Classes of Membership. There shall be three (3) classes of membership in the Association, to-wit: active, honorary and life.

**2. Active Membership.**

(a) The active membership of the Association shall be composed of those persons admitted to the Bar of Kansas and in good standing before the Supreme Court of Kansas. In addition, an active member must reside in Johnson County, practice law or be employed in Johnson County or any county contiguous with Johnson County.

(b) Only active members in good standing and life members are entitled to vote for officers and directors of the Association or upon any resolution presented to the Association. Only active members in good standing and life members shall be qualified to hold elective office.

**3. Honorary Membership.** Upon approval by the Board of Directors, a person may be elected to honorary membership who is a lawyer, judge or layman and who has distinguished themselves in law,

related fields, or in service to the legal profession. Such admission to honorary membership shall vest all of the privileges and capacities of active membership, except the voting privilege, but shall not impose the obligation to pay dues or assessments.

4. Life Membership. Upon approval by the Board of Directors, a person may be elected to life membership who is a lawyer or judge and who has distinguished him/herself in law, related fields, or in service to the legal profession. The Association shall be privileged to elect to life membership in the Association any active member who shall have accumulated at least twenty (20) years of active membership in the Association, who is at least sixty-five (65) years of age and who is no longer actively engaged in the practice of law or has otherwise retired. Such admission to life membership shall vest all the privileges and capacities of active membership and said members shall not be required to pay dues. Provided, however, all active members shall continue to pay dues until the first day of January of the year following their election to life membership.

5. Membership Dues and Assessments. Dues of the Association shall be assessed originally by the Board of Directors; however, Honorary Members and Life Members shall not be required to pay dues. The annual dues shall be due and payable on January 1 of each year; those who apply for membership after July 1 of any year shall pay one-half ( $\frac{1}{2}$ ) of the regular annual dues assessed by the Board of Directors for said year. If the Board of Directors determines that dues are to be increased from the amount set for the preceding fiscal year, such increase must be approved by a majority vote of the members who attend any regular meeting of the Association. Special assessments of the membership in addition to dues may be recommended at any regular meeting by the Board of Directors, but shall require approval by a majority vote of the members attending the meeting. Membership shall be effective upon receipt of a properly completed application demonstrating the applicant's qualifications and tender of the applicable dues and assessments.

#### ARTICLE IV

##### DISQUALIFICATION FROM MEMBERSHIP

1. Disqualification. Upon failure to meet any of the requirements set forth in Article III, Section 2(a), for active membership, membership in the Association shall terminate. Questions of disqualification shall be determined by the Board of Directors after a notice to the applicant or member. If requested by the member, a hearing upon the disqualification will be held by the Board of Directors.

Any member of the Association shall be suspended from membership for nonpayment of dues or assessments for a period in excess of ninety (90) days from the date such dues and assessments become payable; or failure to meet membership requirements.

#### ARTICLE V

##### OFFICERS, DIRECTORS AND ELECTIONS

1. Elected Officers and Directors.

(a) Officers. Elected officers of the Association shall be: President, President-Elect, Vice President and Secretary/Treasurer, who shall be elected (at the annual meeting of the association) as herein prescribed and who shall hold their offices for a term of one (1) year or until their successors are

elected, such term to commence with the adjournment of the ~~June~~ **December** meeting each year. Officers shall be members in good standing of the Association.

(b) Directors. There shall be nine (9) Directors of the Association in addition to the elected officers. Directors shall be members in good standing of the Association. Two (2) Directors shall be appointed by the President for a term of one (1) year to coincide with the President's term of office. Three (3) Directors shall be denominated positions I, II and III and shall be elected by the membership for a term of two (2) years. The three (3) elected Directors shall serve staggered terms in the following order of election: The election of Director I shall be in even-numbered years. The election of Directors II and III shall be in odd-numbered years. The immediate Past President of the Association, the President of the Young Lawyers Section, the President of the Senior Lawyers Section, and a District Court Judge of the 10th Judicial District shall serve as voting Directors of the Association.

2. Board of Directors. The business of the Association, except those matters specifically reserved to the membership, shall be conducted by the Board of Directors. The Board shall consist of the President, the President-Elect, the Vice President, the Secretary/Treasurer and the nine (9) non-officer Directors. The Board shall meet monthly, and additional meetings may be called by the President.

3. Procedure for Election.

(a) President. The President shall be a member who was elected to the office of, and who has served as President-Elect during the year immediately preceding the date of the election;

(b) President-Elect, Vice President, Secretary/Treasurer, Elected Directors. Nomination for each position shall be by petition signed by fifteen (15) members of the Association who are eligible to vote. Such petition shall be submitted to the Board of Directors on or before ~~April 1~~ **October 1**. In the event there are no contested positions, election shall be by show of hands at the ~~June~~ **December** meeting of the Association and no ballots will be ~~mailed sent~~ to the membership **by electronic or regular mail**. If even one position is contested, the vote shall be by secret, written ballot. A ballot shall be ~~mailed sent~~ to each member of the Association on or before ~~April~~ **October** 15 of each year, along with the report from the Nominating Committee including the name of each candidate, position sought, and a brief biography of each candidate, not to exceed 100 words. Returned ballots must be received in the office of the Association on or before ~~May~~ **November** 15 in order to be counted. The candidate receiving the most votes for each position will be deemed elected. In the event of a tie, a vote between the tying candidates shall be taken by secret, written ballot at the ~~June~~ **December** meeting of the Association.

4. Executive Director. The Board of Directors may appoint or employ an Executive Director who need not be a member of the Association. The Executive Director shall be assigned duties and given compensation as the Board of Directors directs and shall serve at the pleasure of the Board of Directors.

5. Vacancies. If the office of President shall become vacant, the President Elect shall become President of the Association for the unexpired term. Such service shall not affect such person continuing as President of the Association upon adjournment of the next annual meeting of the following year. If the office of President-Elect becomes vacant for any reason other than succession to the office of President, then said office shall be filled by a special election. The election shall be held at either a regular or special meeting of the membership, provided that thirty (30) days advance written notice of the

meeting is given to the membership by the Board and, further provided, that the election shall be conducted in the manner provided in Section 3(b) of this Article.

If a vacancy occurs in any office other than President-Elect or in a position on the Board of Directors, such vacancy or vacancies shall be filled by action of the remaining members of the Board.

6. Participation. If any officer or director fails to attend two (2) or more consecutive meetings of the Board of Directors, or fails to attend four (4) or more meetings of the Board of Directors within a regular Association calendar year, without good cause being presented to the Board of Directors, said officer or director may be dismissed from their office or directorship upon a 2/3rds vote in favor of removal by the Board of Directors.

## ARTICLE VI

### COMMITTEES AND ASSIGNMENTS

1. Standing Committees. The standing committees of this Association shall be:

- (a) Barletter Committee
- (b) Herbert H. Walton Bench/Bar Conference Committee
- (c) By-Laws Committee
- (d) Civil Law Bench/Bar Committee
- (e) Community Outreach Committee
- (f) Continuing Legal Education Committee
- (g) Criminal Law Bench/Bar Committee
- (h) Family Law Bench/Bar Committee
- (i) Fee Dispute Committee
- (i) Grievance & Ethics Committee
- (k) Lawyers' Assistance Program Committee
- (l) Juvenile Law Bench/Bar Committee
- (m) Membership Committee
- (n) Municipal Courts Bench/Bar Committee
- (o) Naturalization Committee
- (p) Nominating Committee
- (q) Probate Law Bench/Bar Committee
- (r) Program Committee

2. Special Activities. The President may, from time to time, appoint chairmen for such other special activities as he may deem necessary. Such special activity chairmen are authorized to utilize the membership of the Association to carry out the functions and purposes of such special activities.

3. Assignment of Chairman and Members. The President shall appoint each year a Chairman of each of the standing committees and as many members of such committees as he deems necessary to carry out the functions and purposes of such special activities.

## ARTICLE VII

### SELECTION OF JUDGES

The Association has a responsibility to assist in the selection of all judges. The Association will cooperate with all appointive authorities to insure only qualified applicants are considered.

## ARTICLE VIII

### MEETINGS

1. Regular Meetings. There will be a regular meeting of the Association each month of the year, except the months of July and August, at such time and place as the Board of Directors of the Association shall designate. Notice of the time and place of the regular meetings shall be provided to each member at the address of such member as designated by said member by regular mail or by any other reasonable means selected by the Board of Directors, such as email or facsimile transmission.

2. Special Meetings. Special meetings of the Association shall be called by the Secretary at the request of the President and majority of the Board of Directors or by one hundred (100) voting members of the Association. At such special meetings no business shall be transacted except that business specified in the call thereof. Notice of special meetings and the business to be transacted shall be given to each member at his office address at least five (5) days before such special meeting by any means reasonable calculated to give such member said notice, such as email or facsimile transmission.

3. Annual Meeting. The Annual Meeting of the Association shall be held during the first or second week of ~~June~~ **December** of each year at such time and place as the Board of Directors shall designate.

4. Quorum. Five percent (5%) of the total qualified voters at a regular meeting, special meeting or annual meeting shall constitute a quorum.

5. Procedure. Except as otherwise provided by these Articles of the Association, the procedure at the meetings of the Association shall be governed by the last revised edition of Roberts Rules of Order.

## ARTICLE IX

### VOTING AND QUALIFICATION OF OFFICERS AND DIRECTORS

1. Qualified Voters. Only active and life members of the Association, as defined in Article III of the By-Laws, shall be entitled to vote. A majority of the votes cast shall be sufficient for the adoption of any motion or resolution or the election of any officer or director, except as otherwise specifically provided in the By-Laws of the Association.

2. Qualifications of Officers and Directors. Only active members in good standing and life members as defined in Article III of the By-Laws shall be qualified to hold an office or directorship in the Association.

#### ARTICLE X

##### APPROPRIATIONS AND EXPENSE

1. Board of Directors. Appropriations of Association funds for officer, committee or other expense shall be made by the Board of Directors.

2. Liability. Any expense incurred by an Association officer or committee in excess of the appropriation authorized by the Board of Directors shall be the personal liability of the person or persons responsible for incurring or authorizing the same.

#### ARTICLE XI

##### YOUNG LAWYERS SECTION

Membership and Organization. There shall be a Young Lawyers Section comprised of lawyers under thirty-six (36) years of age who are members of the Association. The Young Lawyers Section shall have the right to adopt By-Laws that are not inconsistent with the By-Laws of the Association.

#### ARTICLE XII

SENIOR LAWYERS SECTION Membership and Organization. There shall be a Senior Lawyers Section comprised of lawyers over sixty (60) years of age who are members of the Association. The Senior Lawyers Section shall have the right to adopt By-Laws that are not inconsistent with the By-Laws of the Association.

#### ARTICLE XIII

FAMILY LAW SECTION Membership and Organization. There shall be a Family Law Section comprised of members of the bench and bar practicing in the area of family law who are members of the association. The Family Law Section may also accept associate members who are persons, not members of the bench or bar and not members of the Association, who are actively practicing or participating in professions or avocations dealing with family law and family issues. Associate members of the Family Law Section shall not be considered Honorary Members of the Association as that term is defined in Article III of these By-Laws. The Family Law Section shall have the right to adopt By-Laws that are not inconsistent with the By-Laws of the Association.

#### ARTICLE XIV JOHNSON COUNTY LAW LIBRARY TRUSTEES

The voting membership of the Association shall elect three (3) members of the Bar of Johnson County to serve as Trustees of the Johnson County Law Library as provided in K.S.A. 20-3127.

Nomination for Library Trustee shall be by petition signed by fifteen (15) members of the Association who are eligible to vote. Such petition shall be submitted to the Board of Directors on or before April 1. Vote shall be by secret, written ballot. A ballot shall be mailed to each member of the Association on or before April 15 of each year, along with the report from the Nominating Committee including the name of each candidate, position sought, and a brief biography of each candidate, not to exceed 100 words. Returned ballots must be received in the office of the Association on or before May 15 in order to be

counted. The candidate receiving the most votes for each position will be deemed elected. In the event of a tie, a vote between tying candidates shall be taken by secret, written ballot at the June meeting of the Association.

Term of office will be for two (2) years. Two (2) Trustees will be elected in even numbered years and one (1) Trustee will be elected in odd numbered years.

Voting shall be by secret written ballot. All nominees for Trustee position shall be listed on the ballot and a voting member will have the same number of votes as the number of Trustee positions being elected. Trustees must be elected by receiving at least a majority of the votes cast. If two Trustee positions are being elected, the top two candidates receiving majority votes shall be elected. If one Trustee position is being elected, the candidate receiving the highest number of votes shall be elected. If there are not sufficient votes so that a majority may elect a Trustee, subsequent runoff elections shall be held deleting the candidate who received the fewest votes. A tie vote shall be determined by a runoff.

#### ARTICLE XV

##### AMENDMENTS TO BY-LAWS

The voting membership of the Association has the power to adopt, amend, and rescind the provisions of these By-Laws by a two-thirds (2/3rds) vote of the members present and voting at any regular or special meeting of the Association, provided that a copy of the proposed amendment has been given to the voting members not less than seven (7) days in advance of the meeting at which the vote is to be taken by publication in the newsletter or on the Association's website; by publication through electronic transmission, e.g., e-mail; or such notice may be given in writing, mailed, postage pre-paid, to each member in good standing.

#### ARTICLE XVI

##### NOMINATING COMMITTEE, PROCEDURES & ELECTION OF OFFICERS/DIRECTORS

###### 1. Purpose of Nominating Committee.

- (a) It is the purpose of the Nominating Committee to monitor requests for candidate petitions and to encourage and recruit qualified candidates for each designated Board position.
- (b) Consideration should be given to, but is not limited to the following attributes for all possible candidates: 1) Prior leadership service to the JCBA and/or other community organizations; 2) experience in the working affairs of the JCBA and other community organizations; 3) quality of past work undertaken and completed within the JCBA; and 4) creating and maintaining an equitable and representative balance between those serving in leadership positions and the membership of the JCBA.
- (c) The Nominating Committee shall not nominate any person for more than one vacant position.

###### 2. Membership of Nominating Committee

- (a) The Nominating Committee shall consist of seven (7) voting members, one of whom shall be the President of the JCBA, and two (2) non-voting ex-officio members, the Executive Director and the CLE Director of the JCBA. The President shall serve as Chairperson of the Nominating Committee.

(b) The remaining six (6) voting members of the Nominating Committee shall be the President-Elect; current Past President; President of the Young Lawyers Section; President of the Senior Lawyers Section; and two active members of the JCBA appointed by the President.

(c) Any member of the Nominating Committee shall be ineligible to seek nomination to any of the eligible elected officer or director positions in the ensuing election.

### 3. Time Line of Action for Nominating Committee

(a) The membership of the Nominating Committee shall be established on or before the January monthly meeting of the JCBA. At the January meeting, an announcement shall be made that qualified applicants are being sought for all eligible positions on the Board of Directors for the ensuing year.

(b) April 1st shall be the deadline for the submission of all petitions by all nominees seeking vacant and eligible positions on the Board of Directors of the JCBA.

(c) If no petitions are received by the Nominating Committee, the deadline for nominations may be kept open with a vote of the membership of the committee.

### 4. Duties of Nominating Committee

(a) The Nominating Committee shall be responsible for publicizing the upcoming board positions, monitoring requests for petitions, and encouraging and recruiting eligible JCBA active members to seek nomination for officer and director positions. Only persons who have served during the current year on the Board of Directors shall be eligible for nomination for the position of President-Elect and Vice President.

(b) The Nominating Committee shall review all candidate petitions to ensure that all candidate requirements are fulfilled and all petitions conform to the By-Laws of the JCBA.

(c) A ballot of those nominees approved by the Nominating Committee shall be mailed to the JCBA membership on or before April 15th of each year, as provided in Article V(3)(b). The Nominating Committee shall prepare a report including the name of each nominee to be placed on the ballot, the office being sought by the nominee and a brief summary of not more than one hundred (100) words, to be mailed along with the ballot to JCBA members.

4. Meetings of the Nominating Committee. No persons other than its voting and exofficio members shall be present at any meeting of the Nominating Committee. The Nominating Committee shall meet at least two (2) times prior to submitting a list of nominees for consideration by the active membership at the Annual Meeting of the JCBA for the ensuing election. The Nominating Committee may meet more often as is necessary to fulfill its purpose and duties.

### 5. Candidate Nominations.

(a) The Nominating Committee, as a standing committee of the JCBA, shall not endorse any one nominee appearing on the ballot over another.

(b) As active members of the JCBA, individual members of the Nominating Committee may support particular candidates but are prohibited from attaching any official endorsement of the Nominating Committee of the JCBA for any nominee appearing on the ballot.

## 6. Candidate Petitions.

(a) Petitions for nomination to the Board of Directors must specify which position the nominee is seeking. The petitions shall include the name and corresponding signature of each active member of the JCBA who has indicated support for the candidate's nomination. Failure to provide a clearly legible name on the petition shall result in the elimination of that signature and name from consideration on the petition.

(b) Each candidate must fulfill all requests for information from the Nominating Committee. Should a candidate refuse such information, he/she may appeal to the Nominating Committee for further consideration and final determination whether the requested information is crucial. Amendments to By-Laws approved on December 2, 2005.

Amendments to By-Laws approved on May 2, 2006.

Amendments to By-Laws approved on March 5, 2008.

Amendments to By-Laws approved on June 3, 2009