

**NATIONAL ASSOCIATION OF BAR EXECUTIVES
BYLAWS**

(Amended August 4, 2016)

ARTICLE I: Name

The name of this association shall be National Association of Bar Executives.

ARTICLE II: Purpose

The purpose of the association shall be to: develop a cordial relationship, spirit of unity, and common understanding among bar association executives; provide a forum for the interchange of ideas; facilitate the administration of organized bar activities; provide information to assist bar executives in the introduction of modern methods of office management and business administration; secure a closer coordination of the activities of bar associations; conduct surveys among members of the association on various aspects of bar association operations and activities; and stimulate the work and activities of bar associations in general.

ARTICLE III: Membership

Section 1. Classes of Members.

There shall be the following classes of Association Members:

- a. Regular Members. Individuals employed by bar associations shall be eligible to be Regular Members.
- b. Associate Members. Individuals employed by bar-related organizations may be eligible to be Associate Members. Associate members are not eligible to hold office or to vote.
- c. Retired Members. Individuals who have previously been Regular or Associate Members, are retired from all bar association or bar-related organization work and are no longer eligible for regular, or associate membership shall be eligible to be Retired Members. Retired members are not eligible to hold office or to vote

Section 2. Application for Membership.

Application to become a member shall be by a form approved by the NABE Board of Directors. The first individual who applies for membership from one bar association, is considered the primary member. Additional members may join at any time. After payment of dues, an applicant shall become a member and shall immediately be entitled to all the rights and privileges of membership.

Section 3. Rights and Privileges.

- a. General. Members shall have the right to: attend all meetings of the association; engage in deliberations at such meetings and participate in all programs and activities sponsored by the association.
- b. Voting. Only Regular Members of the association shall be entitled to vote. Each Regular Member shall be entitled to one vote. Voting by proxy shall be prohibited.
- c. Eligibility to Hold Office. Only Regular Members of the association shall be entitled to hold office.

Section 4. Dues.

The annual dues for membership shall be payable on the first day of July of each year. The dues schedule shall be established by the Board of Directors.

Section 5. Termination of Membership.

A member may resign from the association at any time. Members who fail to pay their dues within thirty (30) calendar days from the time they become due shall be notified by designated staff either electronically or by mail. If the member fails to make payment within the next succeeding sixty (60) calendar days the member shall, without further notice or hearing, be dropped from the rolls. Upon any subsequent reapplication for membership by a member dropped from the association for failure to pay dues, staff may determine the requirement, if any, for payment of past dues before acting upon such reapplication. The Board of Directors may establish procedures for extending the time for payment of dues.

ARTICLE IV: Membership Meetings

Section 1. Annual and Midyear Meetings.

The association shall hold an annual and a midyear meeting at a place and date determined by the Board of Directors.

Section 2. Special Meetings.

Special meetings of the membership may be held on dates and places determined by the Board of Directors. No business shall be transacted at a special meeting other than that specified in the notice thereof.

Section 3. Quorum.

At meetings of the association, ten percent (10%) of the Regular Members shall constitute a quorum.

Section 4. Conduct.

Except as otherwise provided in these bylaws, all meetings of members shall be conducted in conformity with Robert's Rules of Order, Revised, as amended.

Section 5. Notice.

Notice of the Annual, the Midyear, and any special meetings shall be sent to each member not more than ninety (90) calendar days nor less than twenty (20) calendar days prior to the date of the meeting. Such notice shall state the place, date and hour of the meeting and shall indicate that the notice is being issued by or at the direction of the Board of Directors.

Section 6. Program Committee.

There shall be a Program Committee consisting of a Chair, Vice-Chair and (12) Regular Members who shall be appointed by the President and who shall serve staggered three-year terms. Those appointed shall consist of four Regular Members who represent state bar associations, four Regular Members who represent county or city bar associations, and one representative from each association section. The chair of the Sponsorship Committee shall be an *ex officio* member of the Committee. The President also shall designate a member of the Board of Directors to serve as a liaison to this committee. The Program Committee shall be responsible for developing the educational, social and business arrangements for the Annual and Midyear Meetings of the association.

ARTICLE V: Board of Directors

Section 1. Powers and Duties.

The Board of Directors shall manage the affairs of the association.

Section 2. Composition.

The Board of Directors shall be composed of the President, the President-Elect, the Vice President, the Secretary, the Treasurer, the Immediate Past President, two directors representing local bar associations, two directors representing state bar associations, and two directors elected at large. Each member of the Board of Directors shall have one vote.

Section 3. Eligibility

The members of the Board of Directors shall be Regular Members.

Section 4. Meetings.

The Board of Directors shall meet during the Annual Meeting for the purpose of organizing and conducting business. The Board shall also meet during the Midyear Meeting and such other times as it deems necessary. Any regular meetings or special meetings may be held at times and places determined by the President with the consent of a majority of the Board of Directors. Special meetings may also be called upon the written request of three or more members of the Board of Directors. Any regular or special meeting may be held in person, by phone, webcast, email, or other future electronic means of communication.

Section 5. Notice of Meetings.

Unless an emergency occurs, the President or designee shall give members of the Board of Directors notice of meetings not less than twenty (20) calendar days in advance. Such notice shall state the place, date and hour of the meeting.

Section 6. Quorum.

Five members of the Board of Directors shall constitute a quorum. If a meeting is called for the purpose of filling vacancies on the Board of Directors and the number of such vacancies makes it impossible to procure a quorum, a majority of the Board of Directors then in office shall constitute a quorum for the limited purpose of filling such vacancies.

Section 7. Indemnification.

NABE shall indemnify any agent of NABE who is made a party to a civil or criminal proceeding for actions taken within the scope of authority as an agent of NABE. An agent of NABE includes any Board member or, at the discretion of the Board, designated staff providing administrative support to and working on behalf of NABE. Indemnification includes amounts rendered in judgment or paid in settlement, together with reasonable expenses, including attorneys' fees. The association shall have the option of purchasing insurance and securing counsel to represent the member of the Board of Directors, officer or agent to satisfy its obligation hereunder.

Section 8. Delegate to the American Bar Association House of Delegates.

The Board of Directors shall appoint one (1) Regular Member as the association's delegate to the House of Delegates of the American Bar Association. The person appointed shall be a lawyer-member of the American Bar Association.

ARTICLE VI: Officers and Directors

Section 1. Officers.

The officers of the association shall be a President, a President-Elect, a Vice President, a Secretary, and a Treasurer.

Section 2. President.

The President shall preside at all meetings of the association and the Board of Directors, shall act as the chief executive officer of the association with the duty to supervise the management of the association and shall perform other such duties as the Board of Directors may assign. The President shall be an *ex-officio* member of all committees except the Elections Committee. The President shall automatically succeed to the office of Immediate Past President upon completion of the presidential year.

Section 3. President-Elect.

The President-Elect shall automatically succeed to the office of President upon the expiration of the President's term of office. In the absence of the President, the President-Elect shall preside at all meetings of the association and the Board of Directors. The President-Elect shall perform such other duties as the President or the Board of Directors may assign. The President-Elect shall announce appointments to committees no later than thirty (30) days prior to the Annual Meeting.

Section 4. Vice President.

The Vice President shall automatically succeed to the office of President-Elect upon the expiration of the President-Elect's term of office. In the absence of the President and the President-Elect, the Vice President shall preside at all meetings of the association and the Board of Directors. The Vice President shall perform such other duties as the President or the Board of Directors may assign.

Section 5. Secretary.

The Secretary shall record or cause to be recorded the minutes of all meetings of the members and of the Board of Directors, shall cause the minutes of the meetings to be kept, shall ensure that all required notices are duly given and served, and shall perform other such duties as the President or the Board of Directors may assign.

Section 6. Treasurer.

The Treasurer shall be the chief financial and accounting officer of the association and shall perform or cause to be performed such duties as the President or the Board of Directors may assign. The Treasurer shall be bonded, and said bond shall be paid by the association.

Section 7. Immediate Past President.

The Immediate Past President shall serve as an advisor and perform such duties as the President or the Board of Directors may assign.

Section 8. Directors.

Directors shall act as direct representatives of the membership and shall perform such duties as the President or the Board of Directors may assign.

Section 9. Qualifications and Terms of Office.

The officers of the Board of Directors shall be Regular Members. Candidates for the office of Vice President must have served at least one year on the Board of Directors prior to taking office as Vice President. There is a three-year rotation for the office of Vice President. The office will rotate from local bar to state bar to at-large.

The term of office of the President-Elect, Vice President, Secretary and Immediate Past President, shall be one year, commencing July 1 following their election and continuing until their respective successors are elected and qualified. The office of Treasurer shall be for a term of two years commencing July 1 following his/her election and continuing until a successor is elected and qualified. The President, President-Elect and Immediate Past President shall serve as such for one year following the completion of his or her term as President-Elect, Vice President and President, respectively.

The Secretary, Treasurer and Directors are each eligible to serve two consecutive terms in the same office. In the last year of their second term, the Secretary and Treasurer may run for a different office or director position on the board. Directors, regardless of whether they are a state, local or at-large director, are not eligible to run for a different director position but may run for an officer position. Officers or directors elected to fill an unexpired term are eligible to run for two full consecutive terms following the completion of the unexpired term. Terms are considered consecutive unless they are at least two years apart.

Section 10. Officer Vacancy; Succession.

Any officer may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, then on delivery.

- a. Election. A vacancy in any office, due to resignation or as a result of no candidate filing for an office other than the offices of President or President-Elect, shall be filled by vote of the Board of Directors. An eligible member selected by the Board of Directors to fill any such vacancy shall hold office through June 30 or until a successor is elected or appointed and qualified.
- b. Officers succession. In the event the office of President becomes vacant for any reason, the President-Elect shall immediately succeed to the office of President, complete the unexpired term and shall thereafter serve the full term as President. If the office of President-Elect is vacant at the time the office of President becomes vacant, the Vice President shall immediately become acting President for the unexpired term thereof and until a successor is elected and qualified at the next election.

In the event the office of President-Elect becomes vacant because the President-Elect must complete the unexpired term of the President, the Vice President shall assist the President and perform the duties of the President-Elect but shall not assume the title or office of President-Elect.

Section 11. Removal and Suspension.

Any officer may be removed only by majority vote of the Regular Members of the association voting at a membership meeting, but the authority of any elected officer to act as such may be suspended by the Board of Directors for cause. Prior to any consideration of removal or suspension of any officer hereunder, such officer shall be given notice, a copy in writing of the specific charges, and a hearing in accordance with procedures established by the Board of Directors.

ARTICLE VII: Election of Officers and Directors

Section 1. Nominations.

Nominations for any position to be filled by election may be made by causing the president to receive, not later than March 15, a written petition signed by at least five Regular Members. Such petition or petitions shall state the name of the candidate and the office for which the individual seeks to be a candidate.

Section 2. Elections Committee

The President shall appoint an Elections Committee consisting of five Regular Members, naming one as Chair. In case any person appointed is unable to participate, the President shall fill the vacancy. Candidates for office shall be ineligible to serve on the Elections Committee.

Section 3. Ballots and Voting.

All Regular Members of record as of April 1 shall be eligible to vote in that year's election. After confirming each candidate's willingness to be listed on the ballot, the Elections Committee, not later than April 15, shall cause a ballot to be prepared and sent to each Regular Member eligible to vote. The ballot shall contain the names of all candidates for each contested office, listed in order drawn by lot and accompanied by a brief biographical sketch of each candidate. All seats shall be elected by a plurality. Completed ballots shall be received by the Chair of the Elections Committee or by such person as designated by the Elections Committee no later than May 1.

Section 4. Elections.

a.) The Elections Committee or its designee shall count and tabulate all ballots delivered by the deadline. Ballots filed electronically shall be counted by the software program used, the results of which shall be reported to the Chair of the Elections Committee. The Elections Committee shall determine all challenges and questions arising in connection with the right to vote, and shall do such acts as are proper to conduct the election with fairness. The complete results of the voting shall be announced as soon as practicable and no later than June 1. The candidates receiving a plurality of the votes cast for each office shall be declared elected and shall take office effective July 1. In the event of a tie vote, ballots shall be distributed to all Regular Members no later than June 10. Completed ballots must be received no later than June 20, and the ballots shall be counted and complete results announced as soon as possible prior to the Annual Meeting.

b.) In the event no one from the appropriate rotational category files a petition for the office of Vice President by March 15, all Regular Members shall be notified before March 20 of the opening. Any Regular Member who has served on the Board of Directors for at least one (1) full year and who submits to the Elections Committee prior to March 31 a valid written petition which includes the individual's name, the office for which the individual seeks to be a candidate, and the signatures of at least five Regular Members will be eligible to run for the office of Vice President. If only one individual timely files a valid petition, that individual shall be certified elected. If multiple individuals timely file valid petitions, these candidates will be included on the ballot to be sent not later than April 15 to all Regular Members. The turn of the rotational category for which no candidate filed a petition shall be forfeited and the scheduled rotation of local bar to state bar to at-large for the office of Vice President shall continue to the next rotational category for the following year. The term shall be one year commencing July 1.

c.) If, after giving notice to all Regular Members of the Vice President opening, no candidate files for the position by March 31, the Board of Directors shall appoint a Vice President as soon as practicable. Such appointee must have served at least one (1) year on the Board of Directors. The turn of the rotational category for which no candidate filed a petition shall be forfeited and the scheduled rotation of local bar to state bar to at-large for the office of Vice President shall continue to the next rotational category for the following year. The term shall be one year commencing July 1.

Section 5. Time.

If any deadline date herein specified is a Saturday, Sunday or legal holiday, the next succeeding business day shall substitute for that specific deadline. As used in this article, a legal holiday includes New Year's Day, Martin Luther King, Jr. Day, Presidents' Day, Memorial Day, Independence Day, Labor Day, Columbus Day, Veterans Day, Thanksgiving Day, Christmas Day, and any other day appointed as a holiday by the President or the Congress of the United States.

ARTICLE VIII: Committees

Section 1. Committees.

The Board of Directors may create committees of the association whose duties and authority shall be as specifically delegated. Members are eligible to be appointed to the committees and shall serve at the pleasure of the President.

Section 2. Meetings.

Committee meetings shall be held at such times and places as shall be fixed by the President, the Chair of the committee or by vote of a majority of the committee. Notice of meetings shall be given to committee members and shall state the purpose, place, date and hour of the meeting.

Section 3. Statements of Policy.

No resolution of a committee shall be deemed to establish the policy of the association unless it has been submitted to the Board of Directors and approved either by the Board of Directors or by the members of the association at an Annual, Midyear or special meeting of members.

Section 4. Annual Report.

At least fifteen (15) calendar days prior to the association Annual Meeting, the Chair of each committee shall prepare and deliver to the President a report of the work of the committee for the year.

ARTICLE IX: Sections

Section 1. Formation.

Sections may be established by the Board of Directors either upon its own initiative or upon the petition of ten (10) or more Regular Members. Sections may be terminated for cause at any time by the Board of Directors.

Section 2. Membership.

Members of the association shall be eligible for membership in any section provided they otherwise meet the membership requirements set forth in the rules or bylaws of such section.

Section 3. Officers.

The officers of each section shall be a Chair, a Vice Chair, a Secretary and a Treasurer, all of whom shall be elected by the members of the section at the Annual Meeting of the association. In the event a section fails to hold such an election, the Board of Directors may appoint members of a section to hold office until the section has held an election.

Section 4. Council.

Each section shall elect a council, which shall consist of the section's officers and council members as provided in its rules or bylaws. The council of each section shall have general supervision and control of the affairs of the section subject to these bylaws and to the rules and bylaws of such section.

Section 5. Rules and Bylaws.

Section bylaws and amendments thereto shall become effective on the date of their approval by the Board of Directors.

Section 6. Dues.

Membership dues of each section shall be determined by the council of such section subject to the approval of the Board of Directors. Such dues shall be assessed in addition to the membership dues of the association.

Section 7. Funds.

Section budgets are subject to the review by and approval of the Board of Directors. Sections shall submit proposed budgets for the following fiscal year in accordance with procedures as established by the Board of Directors. The sections shall be permitted to expend their funds in accordance with the approved budget.

Section 8. Committees.

The council of each section may create section committees to perform different phases of the work of the section and to make recommendations to the section for action. No action of such committees shall be effective unless approved by the council of the section.

Section 9. Liaison.

The Chair or designee of a section shall serve as liaison between the section and the Board of Directors. The Secretary of each section shall, within fifteen (15) days after any meeting thereof, file with the President and the Secretary of the association a copy of the minutes of the meeting.

Section 10. Statements of Policy.

No section or section council shall pass any resolution expressing its views unless notice of the proposed action is distributed to each member of the section or section council at least ten (10) days before the meeting at which the resolution is to be considered and unless the proposed resolution is formally adopted by a majority of the section or section council. No resolution of a section or section council shall be deemed to establish the policy of the association unless it has been submitted to and approved by the Board of Directors or by the members of the association at an Annual, Midyear or special meeting of members.

Section 11. Annual Report.

At least fifteen (15) calendar days prior to the association Annual Meeting, the Chair of each section shall prepare and deliver to the President a report of the work of that section for the year.

ARTICLE X: Finances

Section 1. Fiscal Year and Budget.

The fiscal year of the association shall commence on the first day of July and shall end on the last day of June of the following year unless otherwise authorized by the Board of Directors. The Board of Directors shall not adopt a budget exceeding annual income plus accumulated surplus except as authorized by the membership.

Section 2. Funds and Property.

- a. Uses. All funds and property received by the association from whatever sources shall be used only to further the purposes of the association.

- b. Accounts. The Treasurer or other persons designated by the Board of Directors shall sign all checks, drafts, orders or other instruments for disbursing, depositing or investing association funds. All funds of the association shall be deposited in the association's name in a recognized financial institution(s) selected by the Treasurer. The Treasurer or other persons designated by the Board of Directors shall have the power to transfer any funds, property or other interests of the association.

Section 3. Annual Financial Report.

At the Annual Meeting of the association the Treasurer shall present a comprehensive annual financial report for the twelve (12) months immediately preceding that Annual Meeting.

Section 4. Annual Review.

An annual review of the accounts of the association shall be performed by a certified accountant selected by the Audit Committee.

ARTICLE XI: Office and Books

Section 1. Office.

The association office shall be at a location designated by the Board of Directors.

Section 2. Books and Records.

The following books and records shall be kept at a place or places designated by the Board of Directors: correct and complete books and records of accounts; minutes of the proceedings of meetings of the members and of the Board of Directors; a current list of the Board of Directors and other officers of the association with their addresses; a current list of all members and designated staff and their addresses; a copy of current policies and procedures; and a copy of these bylaws.

Section 3. Inspection of Books and Records.

Any member shall have the right to examine and copy information from the books and records of the association. The request to examine the books and records shall be in writing with at least seven (7) calendar days' notice. The examination shall be made during regular business hours. The examination may be made by an authorized agent or attorney.

ARTICLE XII: Miscellaneous

Section 1. Readings.

Article and section titles and captions contained in these bylaws are inserted only as a convenience and for reference, and in no way define, limit or extend the intent of any provision.

ARTICLE XIII: Amendments

Section 1. Proposals to Amend.

These bylaws may be amended by five percent (5%) or more of the Regular Members filing with the Secretary a written petition setting forth the proposed amendment or amendments with a request that the proposal be submitted to the membership for its consideration at the next scheduled meeting or by a resolution of the Board of Directors with a directive that the proposal be submitted to the membership for its consideration at the next scheduled meeting.

Section 2. Review by the Bylaws Committee.

The language of a proposed amendment shall be forwarded to the Bylaws Committee not less than ninety (90) calendar days prior to the date of the meeting. The Bylaws Committee shall review the proposed language and edit it as needed to conform to the format of the bylaws, completing its review not less than sixty (60) days prior to the date of the meeting.

Section 3. Notice.

After the review, the language of a proposed amendment shall be included with the notice of the meeting at which such proposed amendment is to be considered and shall be sent to each member not more than sixty (60) calendar days nor less than twenty (20) calendar days prior to the date of the meeting.

Section 4. Vote.

Approval of a proposed amendment shall require an affirmative vote by two-thirds (2/3) of the Regular Members present and voting at the meeting.

Section 5. Effective Date.

Any amendments shall be effective upon approval by the membership as provided by these bylaws.