

AMENDED AND RESTATED CHARTER & BYLAWS
of the
NEW HAVEN COUNTY BAR ASSOCIATION
CHARTER

(Connecticut Special Laws, Volume 15, Part 1, 1907, Page 311.)

Incorporating the New Haven County Bar Association

Resolved by this Assembly:

Section 1. That Henry Stoddard, John W. Alling, Henry C. White, John K. Beach, George D. Watrous, William H. Williams, William H. Ely, Edward Zacher, A. Jeaton Robertson, James H. Webb, Harry G. Day, Samuel H. Fisher, Alfred N. Wheeler, Bernard E. Lynch, David E. Fitzgerald, Clifford J. Stoddard, Walter J. Walsh and Howard C. Webb, and such other persons as shall be associated with them, and their successors, by and they hereby are constituted a body politic and corporate forever by the name of the New Haven County Bar Association, to be located in the City of New Haven, and by that name shall have perpetual succession and shall be capable of suing and being sued, pleading and being pleaded, and also of purchasing, receiving, holding, investing, managing, and conveying any estate, real or personal, which it may deem necessary, for the purpose of establishing and maintaining permanent headquarters for said association and for the further purpose of establishing and maintaining a law library for the benefit of its members and for the promotion of social, intellectual and such other pursuits as will uphold and perpetuate the best standards of the legal profession; may have a common seal and change the same at pleasure; and may establish such rules and bylaws not contrary to the resolution or to the laws of this state as it may, from time to time, deem necessary or convenient, relating to membership in said association, the times and places of meetings, the election of officers, and all other matters connected with the objects, membership, and government of said association.

Section 2. All members of the legal profession in New Haven County shall be eligible for membership upon such terms as may be provided by the rules and bylaws of said association, and upon subscribing to the charter and bylaws thereof. There shall be two classes of Members in the Association, Members and Associate Members, as further detailed in the bylaws.

Section 3. Said corporation shall meet once in each year for the election of president, secretary and treasurer, and such other officers as may be designated by the rules and bylaws of said corporation.

Section 4. Said corporation is hereby authorized and empowered to receive and hold gifts, bequests, legacies and devices for its own use and in trust for the promotion of such purposes and objects for which this corporation is organized, as may be designated by the person creating the trust, and no bond shall be required for said corporation on account of such gifts, bequests, legacies and devices. Said corporation is nonprofit and shall not have or issue shares of stock or make distributions;

Section 5. The first meeting of said corporation shall be held at the Superior Court room in the City of New Haven at such time as shall be designated by any two of the incorporators named in Section 1, notice thereof having been previously given by publication in a newspaper having a circulation in the City of New Haven at least five days before the time of such meeting, and by sending written and printed notice to all of the incorporators at least five days before the time of such meeting.

Approved June 27, 1907

Amendment dated July 15, 1994 to add Section 6 as follows:

Section 6. The personal liability of a director (also known as a member of the Executive Committee) to said corporation or its members for monetary damages for breach of duty as a director shall be limited to an amount equal to the amount of compensation received by the director for serving said corporation as a director during the calendar year in which the violation occurred (and if the director received no such compensation from said corporation during the calendar year of the violation, such director shall have no liability to said corporation or its members for breach of duty) if such breach did not:

- (A) involve a knowing and culpable violation of law by the director;
- (B) enable the director or an associate, as defined in subdivision 3 of Section 33-37d of the Connecticut Stock Corporation Act as in effect at the time of the violation, to receive an improper personal economic gain;
- (C) show a lack of good faith and a conscious disregard for the duty of the director to said corporation under circumstances in which the director was unaware that his conduct or omission created an unjustifiable risk of serious injury to said corporation;
- or
- (D) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to said corporation.

Any repeal or modification of this Section 6 shall not adversely effect any right or protection of a director of said corporation existing at the time of such repeal or modification.

The effective date of the provisions of this Section 6 shall be the date of filing with the Secretary of State of the State of Connecticut of the Certificate of Amendment which contains this Section 6.

Nothing contained in this Section 6 shall be construed to deny to the directors of said corporation the benefit of Section 52-557m of the Connecticut General Statutes as in effect at the time of the violation.

BYLAWS
of the
New Haven County Bar Association

Adopted May 2, 1949
(Including amendments adopted December 15, 1961, June 18, 1985,
June 19, 1990, June 15, 1993, June 15, 2000, July 8, 2010, and June 18, 2013)

ARTICLE I

Name

This association shall be called “The New Haven County Bar Association.” Hereafter, “Association” or “NHCBA” shall reference the New Haven County Bar Association.

ARTICLE II

Membership

Section 1. Any member in good standing of the Bar of the State of Connecticut or any other jurisdiction may become a member of the Association (“Regular Members”) upon making application to the Association in writing or electronically.

Section 2. A person who is engaged or employed in one of the following categories, and is not eligible for membership under Article II, Section 1 of the NHCBA bylaws, shall be eligible for Associate Member status: persons who are law students in good standing in law schools which are accredited by the American Bar Association, and other persons who are employed in a capacity related to the practice of law who meet such qualifications as shall be established from time to time by the Executive Committee of the corporation. The Executive Committee may establish different categories of Associate members. Application for membership shall be made as set forth in Article II, Section 1, and said membership shall be under such conditions and with such rights, privileges and limitations as the bylaws may provide. Associate Members shall not have voting rights.

Section 3. A Member may resign from the Association at any time effective upon receipt of the Member’s written resignation at the Association’s office. Any Member of the Association may be suspended or expelled by a vote of two-thirds of the Members of the Executive Committee present and voting at a meeting duly noticed and held for that purpose for misconduct in the Member’s relation to the Association or to the profession after reasonable notice and opportunity to be heard, unless such Member is by a final order or judgment disbarred or suspended from the practice of law in a state, territory or possession of the United States in which case the member automatically ceases to be a Member of the Association. Further, a member may be automatically removed for non-payment of dues as set forth in Article 7 or at the termination of eligibility as defined under this Article.

ARTICLE III

Meetings

Section 1. Regular meetings of the Association shall be held at such time and place, and at such intervals, as the Executive Committee may from time to time decide.

Section 2. The annual meeting of the Association shall be held in October at such time and place duly noticed.

Section 3. Special meetings of the Association may be called by the president, or by the Executive Committee, and shall be called by the secretary upon the written request of twenty-five Members, which meetings shall be held within two weeks from the date of the notice sent to the Members of the Association. No special meeting shall consider any business not germane to the subject matter specified in the call thereof.

Section 4. Unless otherwise specified in the bylaws or required by law, notice may be given by any reasonable means. Notice of any meeting of the Members may be waived by any or all of the persons entitled to notice. A Member may waive notice by filing a written waiver filed with the Secretary before, at, or after such meeting. A Member is also deemed to have waived notice of a meeting that the Member attends or in which the Member participates, unless the Member at the beginning of the meeting, or promptly upon arrival, objects to the holding of the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE IV

Officers

Section 1. The officers of the Association shall be a president, a president-elect, a secretary, , and a treasurer.. Only Members described in Article II, Section 1 shall be eligible to be officers. They shall be elected for one year terms and until their successors are elected and qualified, in the manner hereinafter provided. The President-Elect shall automatically succeed to the office of President and then to the office of Past President.

ARTICLE V

Elections / Executive Committee

Section 1. During the month of June in each year, the president shall appoint a Nominating Committee of five members, including the immediate past president. Said Committee shall report to the president, not later than July 31st, the name of a Member of the Association for each office whom it considers qualified therefor. Immediately thereafter, the secretary shall notify the Members of the names and addresses of the nominees for the respective offices. Other nominations may be made only upon petition, signed by not less than twenty-five Members, and filed with the secretary on or before August 31st. Notice of such additional nominations shall be given forthwith to the members, accompanied by appropriate forms for secret ballots containing the names of all nominees for each contested office and a notice that ballots must be returned to the secretary not later than September 30th. The secretary and any other officer of the

Association designated by the secretary shall then count the ballots, notify the successful candidates by letter, and announce the results at the annual meeting of the Association. If two or more nominations are made for an office, a plurality of the votes cast shall elect. If no additional nominations are made within the time limit, with respect to any office, the nominee for each such office shall thereupon be declared elected. In the event of a tie, the same shall be resolved by a vote of those present and voting at the annual meeting after due notice to the members of said tie. Except in a year when there is a vacancy in the office of president-elect, the provisions of this section shall not apply to the office of president.

Section 2. The Executive Committee shall consist of all of the officers and the immediate past president, and not fewer than fifteen nor more than thirty-five other Regular Members or Associate Members of the Association (with no more than two Associate Members), who shall be appointed by the president. In addition, the Executive Committee shall consist of the president of the New Haven Young Lawyers, who will be a voting member of the Executive Committee during their tenure as president of the New Haven Young Lawyers. Past presidents of the Association and any appointed Associate Members are entitled to participate in all activities of the Executive Committee without a vote. Members of the Executive Committee, except for the officers, the immediate past president, president of the New Haven Young Lawyers and past presidents of the Association, shall serve a term of three years, with a limit of three successive terms.

Section 3. An Executive Committee Member may be removed from the Executive Committee at any time for good cause by an affirmative vote of the majority of all Officers in office at the time, provided that notice of proposed removal of an Executive Committee Member shall be given to all Officers at least seven days prior to the meeting at which the proposal is to be voted upon.

Section 4. In addition to removal pursuant to Article V, Section 3, an Executive Committee Member who has been absent without good cause from three consecutive meetings of the Executive Committee shall be subject to removal upon a majority vote of the Officers present at the meeting at which such removal is acted upon. When any Executive Committee Member has been absent from three consecutive meetings of the Executive Committee, a letter notifying the Member of the problem will be sent asking if the Member wants to reconsider remaining on the Executive Committee.

ARTICLE VI

Duties

Section 1. The President shall be the chief executive officer of the corporation and shall have, subject to the direction and control of the Executive Committee, the general control and management of the business and affairs of the corporation, and such powers, authority and duties as are customary for such office. They shall act as Chairman of the Executive Committee and they shall preside at all meetings of the Executive Committee and of the members of the corporation. The president shall be an ex-officio Member of all committees of the Association. The President shall have the authority to convene and dissolve all committees, and appoint all members, unless otherwise provided for by vote of the members of the Association creating the

Committee, or such numbers of members and for such purposes as such members may deem desirable or as the Executive Committee of the Association may direct.

Section 2. The President-Elect shall perform such duties as may from time to time be assigned to them by the Executive Committee or delegated (to them) by the President. Upon completion of a one-year term, the President-Elect shall automatically succeed to the office of President for the next year. If there is a vacancy in the Office of President, the President-Elect shall become President and shall remain as President for the next succeeding year. In any year in which a vacancy occurs in the office of President-Elect, except ascendancy to the office of President as herein set forth, the annual election of officers shall include an election for the office of President as well as for all other officers as provided herein.

Section 3. The secretary is responsible for the record and retention of the minutes and notices of the meetings of the Association and of the meetings of the Executive Committee.

Section 4. The Treasurer shall have responsibility for the funds of the NHCBA and for causing to be kept full and accurate accounts of all receipts and disbursements of NHCBA. At the close of each fiscal year and at such other times as the Executive Committee may direct, the Treasurer shall cause to be prepared a balance sheet showing the financial condition of NHCBA and a statement of receipts and disbursements for the fiscal year, which balance sheet and statement shall be kept on file at the principal office of NHCBA. The Treasurer shall in general perform all the duties incident to the office of Treasurer.

Section 5. No fewer than 2 Members, appointed by the President and excluding the Treasurer and Immediate Past President, shall serve on the Financial Oversight Committee, whose duty shall be to examine the books, records, and accounts of the corporation. Said Committee shall have the right and privilege to engage the services of any accountant they may deem necessary to aid and assist them in such audit. They shall report the result of their audit at the next Annual Meeting of the members of the corporation.

Section 6. It shall be the duty of the Executive Committee to take cognizance of, act upon, or hear and determine such matters as shall be referred to it by the president or by vote of the Association. It shall at all times give consideration and attention to all matters generally relating to the legal profession and to its welfare, and direct the attention of this Association thereto. It shall have general control of the Association in the interval between meetings of the Association.

Section 7. The president shall have the power and duty, from time to time, to appoint such delegates or representatives to other associations or organizations as this Association or any officer thereof shall be entitled to or authorized to appoint, subject to the advice and consent of the Executive Committee.

ARTICLE VII

Dues

Section 1. The dues of the Members shall be in such amounts as the Executive Committee shall determine from time to time. Said dues shall be paid within one month after the date the same are billed each year. The Executive Committee shall also have the authority, in its

discretion, to waive the payment of dues and/or assessments, in whole or in part, by Regular Members for the fiscal year in which they are admitted as attorneys to the practice before the courts of this state and for the year following, to waive the payment of dues and/or assessments by Regular Members on active service in the armed forces of the United States, to set dues and/or assessments at reduced levels for Regular Members in their initial year of membership, to set the level of dues and/or assessments at reduced levels for Regular Members who are employed full time by a federal, state or local government or a department, agency or instrumentality thereof, and to waive the payment of dues or assessments by Regular Members for other good cause shown.

Section 2. If any members shall neglect or refuse to pay their annual membership dues, the treasurer shall thereupon send them a notice granting a further period of thirty days for the payment thereof. If the dues are not paid at the expiration of said period of thirty days, the treasurer shall send to the Member in default a notice that his or her membership in the Association shall cease if such dues are not paid within thirty days thereafter. If the dues are not paid at the expiration of such further period of thirty days, such member shall cease to be a Member of the Association. A Member may be reinstated upon the payment of any arrearages in dues. No dues shall be refunded to any Member whose membership terminates for any reason.

ARTICLE VIII

Quorum

Section 1. Twenty-five members of the Association shall constitute a quorum for purposes of any action taken at a meeting of the Association.

Section 2. The presence of one-third of the Executive Committee Members shall constitute a quorum for the transaction of business at a meeting of the Executive Committee.

ARTICLE IX

Amendments

Section 1. These bylaws may be amended or repealed by a two-thirds vote of the members of the Association present and voting at a meeting of the Association duly called for such purpose. Notice of such proposed amendment or repeal shall be given to the members of the Association at least ten days prior to the meeting at which such proposed amendment is to be considered. Proposals may be made by the Executive Committee or by any ten members of the Association who sign the same and submit them to the secretary. The proposal may be amended from the floor at any meeting at which action is taken thereon, provided that the amendment from the floor is germane to the same subject matter.

ARTICLE X
Restricted Use and Disposition of Funds

Section 1. This Association is not organized and shall never be operated for the pecuniary profit of any of its members. These bylaws shall not be altered or amended in derogation of the foregoing provision. Upon any dissolution or termination of the existence of this Association, all of its property and assets shall be assigned, conveyed, transferred and delivered either to the State of Connecticut for its public purposes, or to such non-profit corporation, trust, foundation or other organization having objects and purposes similar to those of this Association as the Executive Committee may determine.

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