

**AMENDED AND RESTATED
BYLAWS***
of the
PRINCE GEORGE'S COUNTY BAR ASSOCIATION, INC.

ARTICLE I: Name and Purpose

- A. The name of this association is the Prince George's County Bar Association, Inc. (APGCBA@)
- B. The mission of the PGCBA is to represent the legal profession and to serve its members and the community by promoting justice, professional excellence, collegiality and respect for the law.

ARTICLE II: Membership

A. *Members.* Membership of the PGCBA shall consist of Active, Honorary, and Non-Attorney Members; all present members of the PGCBA, in good standing, shall be deemed to have met the requirements of these ByLaws for membership in the PGCBA.

1. Active Members: Any individual who is a member in good standing of the Bar of the Court of Appeals of Maryland.

2. Honorary Member: An Honorary member is an individual who has been a member of the PGCBA for 25 years or more, has attained the age of 65, and who specifically requests said designation; or, any person who is admitted to practice law before the Bar of the Court of Appeals of Maryland and has been found by the Board of Directors to have made significant contribution to the advancement of the legal profession, and whose Honorary Membership has been voted upon by the Active members of the PGCBA.

3. Non-Attorney Member: A Non-Attorney member is a law student who is attending or has been graduated within the last year from a law school accredited by the American Bar Association but is not yet a member of the Maryland Bar or a paralegal or law clerk who is not now nor ever has been a member of the Bar of the Court of Appeals of Maryland, and who resides in or works the majority of his/her working days in Prince George's County, Maryland.

* *Adopted April 28, 1994;
inclusive of all Amendments through June 8, 2010.*

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B. *Dues and Assessments:* The amount of all dues and assessments shall be fixed by majority vote of the membership at any regular or special meeting after receiving a recommendation from the Board of Directors which shall be delivered to the membership at least ten (10) days prior to such vote.

C. *Enforcement:* A member who fails to pay dues or a special assessment, within thirty (30) days following the mailing by the Treasurer of the second notice of said dues or special assessment, shall, upon motion by the Treasurer and majority vote of the Board of Directors, be suspended from the PGCBA. For good cause shown, the Board of Directors may suspend, defer or waive the payment of dues or special assessments for any member.

D. *Eligibility:* Any question as to the eligibility for membership or determination as to type or privilege of membership in the PGCBA will be determined by a majority vote of the Board of Directors; candidates for membership shall be approved at a regular meeting of the PGCBA and shall be deemed rejected for membership unless a favorable vote is cast by not less than three-fourths (3/4) of the members present and voting.

E. *Privileges:*

1. An Active member shall be privileged to hold any office, chair a committee, vote at membership meetings, attend all social and professional functions of the PGCBA, vote upon recommendations for judicial appointment, and use the Lawyers Lounge at the Court House and other PGCBA maintained equipment and facilities.

2. An Honorary member shall be entitled to be a member of any committee and to attend all social and professional functions of the PGCBA, vote upon recommendations for judicial appointment, and use the Lawyers Lounge at the Court House and other PGCBA maintained equipment and facilities.

3. A Non-Attorney member shall be entitled to be a member of any committee, attend all social and professional functions of the PGCBA, and use the Lawyers Lounge at the Court House and other PGCBA maintained equipment and facilities.

F. *Termination of Membership:* Membership in the PGCBA shall be terminated by resignation, by non-payment of annual dues of those members required to pay dues, by failure to pay any special assessment, or by suspension, loss, or surrender of one's license to practice law. Reinstatement can be made under such conditions as set forth by a resolution adopted by the Board of Directors at a regular or special meeting of that body.

ARTICLE III: Officers

A. *Officers:*

(1) The elective officers of the PGCBA shall be the President, President-Elect, Treasurer, and Secretary, all four (4) of whom shall be Active members of the PGCBA, who shall be elected at the annual June meeting of the PGCBA for a term of one (1) year, or until their successors are elected and qualified. The Immediate Past President shall also be deemed to be an officer for purposes of serving on the Board of Directors and the Executive Committee.

(2) Minimum Qualifications-Officers: Any member may seek nomination, be nominated, stand for election and be elected as an officer of the PGCBA provided he/she shall first have been a member in good standing with the PGCBA for a period of two (2) consecutive years immediately prior to seeking nomination and meet one or more of the following minimum qualifications: (a) have served two years, consecutively or non-consecutively, as a member of the

PGCBA Board of Directors, whether by nomination, election or appointment; or (b) have served as a committee chair and/or co-chair of any standing or special committee of the PGCBA for a period of two years; or (c) have served as a chair or co-chair of any standing or special section of the PGCBA for a period of two years; or (d) any combination of (a), (b) or (c) above in which the total combinations of capacities served equals two years.

Any persons who does not meet the minimum qualifications as established herein is disqualified from seeking nomination and/or election to an officer's position of the PGCBA.

B. *President:* The President shall preside at all meetings of the PGCBA, and shall serve as Chairman of the Board of Directors, and shall be an *ex officio* member of all committees of the PGCBA.

The President shall, at the next meeting of the PGCBA following the annual elections, report in writing to the PGCBA on its status and future. At the annual meeting, the President shall report in writing on the PGCBA's accomplishments during the preceding year. These reports, the minutes of all proceedings of the PGCBA, a copy of these ByLaws and any subsequent amendments and a copy of any resolutions adopted by the PGCBA shall become permanent records of the PGCBA and be bound in book form periodically.

The President shall be ineligible to succeed himself in office after he has served one (1) full term as President.

C. *President-Elect:* The President-Elect shall assume all the duties of the President in the absence of the President. The President-Elect shall automatically become President, without election, at the next annual meeting.

D. *Treasurer:* The Treasurer shall be responsible for the collection and deposit of funds in the name of the PGCBA in such banks and other financial institutions as the Board of Directors shall direct and shall be responsible for the disbursement and/or withdrawal of said funds by order of the Board of Directors, and shall report at regular PGCBA meetings and shall keep accounts of the income and disbursements which shall be open to inspection by any member of the PGCBA, and shall propose a budget for the PGCBA to the Board of Directors.

E. *Secretary:* The Secretary shall maintain accurate minutes of all the proceedings and meetings of the PGCBA, the Executive Committee, and the Board of Directors and disseminate them regularly to the membership of the PGCBA (with the exception of the minutes of Executive Committee meetings, which shall be disseminated to the Board of Directors) and shall conduct the correspondence of the PGCBA.

F. *Vacancies:* In the event a vacancy occurs in the office of President, as a result of death, resignation, disability or otherwise, the President-Elect shall perform the duties and functions of that office for the remainder of the term in which such vacancy occurs. The fact that such vacancy is filled by the President-Elect shall not affect the latter's succession to the Presidency at the expiration of the term for which he or she was chosen to serve as President-Elect.

In the event of a vacancy in the office of Immediate Past President, the most recent Past President willing or able to serve shall fill that vacancy.

Persons to fill any other vacancy in any other office(s) of the PGCBA shall be nominated by the Executive Committee and elected by the Board of Directors and such person shall serve in such office until the next annual election of officers.

ARTICLE IV: Executive Committee

The President, President-Elect, Treasurer, Secretary, and Immediate Past President shall constitute five members of a seven-member Executive Committee with the remaining two members being Board of Directors members appointed by the President. The Executive Committee shall conduct business between meetings of the Board of Directors.

ARTICLE V: Board of Directors

A. *Board of Directors:* The Board of Directors, all of whom must be Active members of the PGCBA, shall be twenty-seven (27) in number.

1. The Officers of the PGCBA and the Immediate Past President of the PGCBA shall constitute five (5) members of the Board of Directors.

2. The President shall appoint six (6) members of the Board of Directors for a term of one (1) year or until their successors are appointed by a succeeding President.

3. The remaining sixteen (16) members shall be elected as follows:

(A) Eight (8) members shall be elected for two (2) year terms at the October 1980 meeting of the PGCBA.

(B) Eight (8) members shall be elected for one (1) year terms at the October 1980 meeting of the PGCBA.

(C) In succeeding years, all Directors whose terms have expired shall be elected for two (2) year terms at the annual meeting of the PGCBA.

4. Upon the death, resignation, removal or disability of any Director, the President shall appoint an Active member of the PGCBA to fill the unexpired term of that Director.

B. *Minimum Qualifications-Board of Directors:* Any member who is currently in good standing as a member of the PGCBA may seek nomination, be nominated, stand for election and be elected or be appointed to the Board of Directors of the PGCBA.

C. *Responsibilities:* The Board of Directors shall manage the affairs of the PGCBA subject to these ByLaws and shall approve with or without modification the budget proposed by the Treasurer. Upon accepting a nomination for the Board of Directors, the nominee is committing to the PGCBA that he/she will fulfill the following responsibilities: assist in the governance of the PGCBA; serve as a member and Board liaison of at least one committee or section; miss no more than two Board meetings without good cause; and attend the Board's annual retreat.

D. *Parliamentarian:* The President shall have the authority to appoint a Parliamentarian who shall attend the Board of Directors meetings as a non-voting member.

E. *Meetings:* The Board of Directors shall meet no less than bi-monthly. The President may, however, and shall upon the written request of five (5) members of the Board of Directors, call a special meeting of the Board, within ten (10)

days of the request. To the extent not otherwise inconsistent with these ByLaws, *Robert's Rules of Order* shall govern all meetings of the Board or of the PGCBA.

ARTICLE VI: Executive Director

The PGCBA shall employ an Executive Director, who shall serve at the pleasure of the PGCBA. The Executive Director shall implement the policies of the PGCBA as determined by the Executive Committee or the Board of Directors, as the case may be; supervise and administer the staff and offices of the PGCBA; assist the President and the members of the Executive Committee in discharging the duties of their offices; provide staff liaison and assistance for all activities of the PGCBA; and perform such other administrative duties as may be directed from time to time by the Executive Committee or the Board of Directors, as the case may be.

ARTICLE VII: Meetings

The PGCBA shall meet as determined by the President and the Board of Directors. The President may, and shall upon the written request of fifty (50) Active members of the PGCBA, call a special meeting of the PGCBA within fifteen (15) days of the request provided that the members of the PGCBA are given seven (7) days notice of the special meeting prior to the date of said meeting. The annual meeting of the PGCBA will be held in June.

ARTICLE VIII: Committees and Sections

The President of the PGCBA shall determine all committees and shall appoint the chairmen of all committees and shall recommend to the chairmen so appointed the additional members for that specific committee. All chairmen shall serve at the pleasure of the President.

The Executive Committee may from time to time create sections of the PGCBA for such purposes and under such procedures as the Executive Committee may determine.

The President of the PGCBA shall appoint the Chair and Vice-chair and the members of the Judicial Selections Committee. Committee Members shall be appointed to serve a three (3) year term. After the first term, three (3) Committee Members, including the Chair of the Judicial Selections Committee, shall be appointed to serve an additional three (3) year term, three (3) Committee Members, including the Vice-chair of the Judicial Selections Committee, shall be appointed to serve an additional two (2) year term and three (3) Committee members shall be appointed to serve an additional one (1) year term. The members shall act until the next annual meeting of the members of the PGCBA or until successors are appointed. Nothing shall prevent any member from being re-appointed. Committee Members shall, at the commencement of their appointment onto the Committee, acknowledge in writing that they are not nor do they intend to become judicial applicants during their term on the Committee. The President of the PGCBA shall not make appointments onto the Judicial Selections Committee if the President is a Judicial Applicant or anticipates being a Judicial Applicant within the term of their authority to appoint Committee Members. In that event, the Vice President, or the next highest Executive Officer, shall have the authority to make appointments onto the Judicial Selections Committee.

The Executive Committee, upon a majority vote of those members present at an Executive Committee meeting shall upon Motion of the President or Chair of the Judicial Selections Committee have the authority to remove

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from the Judicial Selections Committee any member for cause including refusal or failure to assume or perform duties as a Committee Member and/or failure to maintain membership in the Bar in good standing.

Designation of Standing Committees: The two (2) standing committees shall be designated as follows:

1. The Law Library Committee.
2. The Judicial Selections Committee. The Judicial Selections Committee shall have the authority and powers designated in Article XI.

Notwithstanding the foregoing, the Law Library Committee shall be deemed a permanent Standing Committee of the PGCBA. The funds received by the Law Library Committee from Computer Assisted Legal Research and from photocopy machines located within the Court House shall be maintained in PGCBA bank accounts subject only to withdrawal in accordance with the ByLaws of the PGCBA. The net proceeds from these funds will be used for continuing legal education, law related education, practice materials and other similar expenditures for the benefit of the general public and the members of the PGCBA. The budget authorizing the expenditures of these funds by the Law Library Committee shall be in accordance with the provisions of Articles III, IV and V of these ByLaws.

ARTICLE IX: Suspension and Expulsion

A. Any member of the PGCBA may be suspended or expelled for violation of the Code of Professional Responsibility, or for any breach of professional duties or obligations, by two-thirds (2/3) of those present and voting at a regular or special meeting of the PGCBA, and shall stand automatically expelled from this PGCBA upon disbarment by any Court in the State of Maryland. Reinstatement can be made under such conditions as set forth by a resolution adopted by the Board of Directors at a regular or special meeting of that body.

B. The PGCBA and its members recognize an obligation to assist the public in attempting to resolve, or assist in the resolution of, fee disputes between members of the PGCBA and their clients. Each member of the PGCBA agrees as a condition of membership in the PGCBA, or the renewal of membership in the PGCBA, as follows:

1. The Fee Conciliation and Disputes Committee of the Prince George's County Bar PGCBA has jurisdiction to arbitrate any complaint by a client regarding legal fees charged by a member of the PGCBA, where the amount in dispute is \$10,000.00 or less.

2. The Fee Conciliation and Disputes Committee, with the advice and consent of the Board of Directors, may promulgate rules, regulations and guidelines to implement the provisions of this Article.

3. If any member of the PGCBA fails or refuses to comply with the mandatory arbitration provisions established by this Article, the member may be suspended or expelled by two-thirds (2/3) of those present and voting at any meeting of the Board of Directors provided that the member is given written notice of the proposed action and an opportunity to be heard by the Board of Directors. Reinstatement can be made under such conditions as set forth by a resolution adopted by the Board of Directors at a regular or special meeting of that body.

ARTICLE X: Elections

Elections shall be held annually at the annual June meeting of the PGCBA. The Officers and Directors so elected shall enter upon their duties immediately and hold office until their successors are elected or appointed. Any recommendation of the nominating committee shall be presented in writing to the PGCBA's Active members prior to the date of election.

A member certifying that he/she will be unable to attend the annual June meeting may obtain, in person, a written ballot from the PGCBA's office. The Board of Directors is authorized to designate an additional location within the County from which a member may personally obtain a written ballot. All ballots shall be received by the Executive Director not later than the day of the annual June meeting. All such absentee ballots will be kept sealed and unopened until counting of all ballots at the annual June meeting.

The Officers of the PGCBA shall be elected before the members of the Board of Directors are elected.

ARTICLE XI: Judicial Recommendations

It is recognized by the members of the PGCBA that it is their responsibility and obligation to provide information as to the qualifications of each applicant for judicial appointment to any court affecting Prince George's County and to encourage qualified applicants to apply for judicial positions.

Judicial Selections Committee: The Judicial Selections Committee shall be composed of no fewer than 9 members selected from the general membership. The Committee shall be empowered to interview candidates for judicial appointments. The Committee shall be empowered to make endorsements on behalf of the PGCBA. The Committee shall be empowered to present a plan to the Board of Directors for approval of proposed rules and regulations for training committee members, the form of interviews, questions to be asked in the interviews, confidentiality of the applications received from the Administrative Office of the Court, whether ratings shall be disclosed to the candidates, the rating system, the policy on Recusal and the form of the letter to the Judicial Nominating Commission or the Governor. No work shall be initiated or undertaken regarding the proposed rules and regulations without the approval of the Board of Directors. The Judicial Selections Committee shall consider the results of the secret written ballot recommendation for judicial appointments as made by the Active and Honorary members of the PGCGA in making its endorsement.

Recommendations for judicial appointments shall be made by the Active and Honorary members of the PGCBA upon secret written ballot; the Board of Directors shall establish the terms and conditions for the submission of applications, resumes, fees, ballot, and the timing for voting. The results of said election shall be transmitted in writing to the chairman of the appropriate Judicial Nominating Commission as established by the Governor of the State of Maryland, or other authority, and to the appointing authority and shall be communicated to the members of the PGCBA. In the event the applicant is a sitting judge seeking reappointment, the ballot shall contain only the judge's name and a recommendation of either (a) reappointment, or (b) non-reappointment, or (c) qualifications unknown.

ARTICLE XII: Amendments and Quorums

A. *Amendments:* These ByLaws may be amended by two-thirds (2/3) vote of the members present and voting at any regular or special meeting of the PGCBA providing that notice of the substance of the proposed amendment shall have been mailed to all Active members of the PGCBA at least one (1) week before said meeting.

B. *Quorums:* Five per cent (5%) of the Active membership of the PGCBA shall constitute a quorum of the PGCBA and nine (9) members of the Board of Directors shall constitute a quorum of the Board of Directors. No action may be taken by the PGCBA or the Board in the absence of a quorum.

ARTICLE XIII: Effective Date

These ByLaws will supersede any previous ByLaws, Amendments thereto, Resolutions or Motions (to the extent they are inconsistent with these ByLaws) heretofore duly adopted by the PGCBA or Board of Directors and shall be binding upon all present members and upon those who may be elected to membership in the PGCBA after the date of adoption thereof, and shall become effective April 29, 1994.

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