

AMENDED BY-LAWS OF HAMPDEN COUNTY BAR ASSOCIATION

Amended March 31, 2016

ARTICLE I

Name & Seal

Section 1 The name of this Association shall be “Hampden County Bar Association.”

Section 2 The Association shall have a corporate seal bearing its name, the word “Massachusetts”, and the year of its incorporation.

Section 3 The purpose of the Association shall be:

- a) to maintain the honor of the profession,
- b) to promote the administration of justice,
- c) to advance the art of jurisprudence, and
- d) to foster and encourage cooperation and goodwill among the members of the Bar.

ARTICLE II

Membership

Section 1 Members of the Bar who reside in or practice in Hampden County may be admitted to membership in the following manner:

The applicant shall be in good standing with the Massachusetts Board of Bar Overseers of the Supreme Judicial Court or any other comparable state or federal bar. Full time faculty members at Western New England University School of Law shall also be eligible for membership. Election shall be by the favorable vote of a majority of the members of the Board of Directors present at the meeting to which the application is presented.

Section 2 All full-time judges and justices of Massachusetts Courts and of United States Courts who reside in or sit in Hampden County shall, during their respective terms of office, be honorary members of the Association.

Section 3 All then current Presidents of Hampshire, Franklin and Berkshire County Bar Associations shall, during their respective terms of office, be honorary members of the Association.

Section 4 Any member of the Board of Directors can submit a name of any person to the Board of Directors for an honorary membership. The Board of Directors may

elect other honorary members by the favorable vote of a majority of the members of the Board of Directors present at the meeting to which the name is presented.

Section 5 Honorary members shall be entitled to all of the privileges of membership (except that of voting) and shall be exempt from the payment of dues.

Section 6 The Board of Directors may, by a three-fourths (3/4) vote of those present after hearing and for cause shown, suspend or expel any member of the Association from any and all rights or privileges accorded such member. Prior to any such action, such member shall be given at least five days written notice that the Board of Directors intends to hold such a hearing, and that the member has a right to appear and be heard on his or her own behalf. Said notice shall set forth the reason or reasons for such hearing and shall state that suspension or expulsion may result. Any decision of the Board of Directors shall be in writing and shall state therein the reason or reasons for said decision. The member shall be served with a copy thereof.

From a decision to suspend or expel, the member may, within five days of notice thereof, appeal in writing to the Association by filing with the Secretary a claim of appeal. At the next meeting of the Association following receipt of the appeal, the Board of Directors shall review said appeal and its decision to suspend or expel and submit a report stating the reasons for its decision. The Association may take such action thereon, as it deems best by a majority of the members of the Board of Directors present.

A member who has been disbarred or resigns from the practice of the law for disciplinary reasons in any state shall be expelled from membership automatically.

ARTICLE III

Dues

Section 1 Annual Dues of the Association members shall be fixed by the Board of Directors from time to time.

Section 2 Any member of the Association who fails to pay dues within a reasonable time may be dropped from membership by order of the President.

ARTICLE IV

Officers

Section 1 The officers of the Hampden County Bar Association shall consist of a President, President-Elect, Secretary, Treasurer, and Immediate Past-

President who shall be collectively known as the Executive Committee of the Board of Directors. The Board of Directors of the Association shall consist of the Executive Committee, twelve elected members, and ex-officio members. The ex-officio members of the Board of Directors are the Immediate Past Presidents (for ten years following his/her retirement from office). Of the twelve elected members of the Board of Directors, eight shall be elected from among members who have their principal offices in Springfield, Longmeadow, East Longmeadow or Wilbraham, and four shall be elected from among members who have their principal offices in other locations in Hampden County.

Election Procedures

Section 2

The positions of President, President-Elect and members of the Board of Directors shall be elected by written ballot in accordance with the following procedures.

a. Notice. At least eight weeks before the Annual Meeting, the Executive Director shall send by letter or email or post notice of the coming election to all members. The notice shall request members who are interested in running for President-Elect and/or the Board of Directors, including any incumbent Board of Directors members wishing to serve another term, to send his or her name by letter or e-mail to the Executive Director at least six weeks before the Annual Meeting indicating the position sought.

b. Ballot. The names of members who send their name to the Executive Director and such other members as the Nominating Committee may choose shall appear on a ballot for the position of President-Elect and/or Board of Directors. The Executive Director shall confirm that each member on the ballot is a member of the Association in good standing and that the candidate for President-Elect has served at least three years of service as an elected member of the Board, one of which can be as Section Chair. At least three weeks before the Annual Meeting, the Executive Director shall send the ballot by letter or email or posting to all members. The form of the ballot shall be as follows:

1. President: The President on the Ballot shall be the President-Elect from the prior year.
2. President-Elect: If more than one candidate is running for President-Elect, then the candidates shall be listed alphabetically by last name on the Ballot
3. Board of Directors: The ballot shall list the candidates running for the Board of Directors alphabetically by last name, distinguishing those who have their principal offices

in Springfield, Longmeadow, East Longmeadow or Wilbraham, from those who have their principal offices in other locations in Hampden County.

c. Election. Each member may vote for one member for President-Elect, and twelve members for the Board of Directors.

Except as otherwise provided herein, the member for President-Elect receiving the greatest number of votes shall be elected to that office. The member for President-Elect receiving the second greatest number of votes shall be an ex-officio member of the Board of Directors. In the event of a tie for President-Elect, a special election as determined by the then current Board of Directors will be held to break the tie.

The twelve members for Board of Directors receiving the greatest number of votes shall be elected to the Board of Directors, provided however, that eight Board members must have their principal offices in Springfield, Longmeadow, East Longmeadow or Wilbraham, and four Board members must have their principal offices in other locations in Hampden County. In the event of a tie for the Board of Directors, the existing Nominating Committee shall determine the outcome.

Following the fulfillment of the President-Elect's term as set forth in these bylaws, the President-Elect shall become President.

The Nominating Committee in conjunction with the Executive Director shall fix the dates and any necessary rules covering nominations and elections, subject to the provisions of these by-laws.

The Committee of Tellers to count the ballots shall consist of the Executive Director and the two Immediate Past-Presidents.

d. Vacancy of President. In any year that the President resigns or a vacancy is created, the President-Elect shall immediately assume the duties and be designated the President as set forth in these bylaws.

e. Vacancy of President-Elect. Vacancy in the office of the President-Elect shall be filled by the Nominating Committee by a majority vote.

f. Waiver of Election. In the event that (1) the process described in Subsections (a) and (b) above results in only one name for President-Elect and only twelve names for Board of Directors; (2) no person on the Ballot has withdrawn her or his name or become ineligible to hold office; and (3) there is a President-Elect ready to begin serving as President, then the President at the Annual Meeting shall declare the members listed on the ballot to have been elected.

g. Composition of Nominating Committee. The Nominating Committee shall consist of an odd number of members which shall include the President the past two Presidents and up to four members unanimously chosen by the President and the past two Presidents.

f. Definition. For purposes of this section, unless the manner of distribution is specified, “send” or “sent” shall include first class mail, email or faxes.

Section 3 The President shall select a Treasurer from among the Board of Directors and the President shall appoint a Secretary from the membership of the Association.

Section 4 a. No person shall serve as both President and President-Elect in the same corporate year unless a vacancy occurs in the office of President, in which case the President-Elect will assume the position of President.

b. After six years of continuous elected service on the Board of Directors, a member shall not, for the succeeding year, be eligible for election or appointment thereto.

c. For the ten years immediately following his/her retirement, past Presidents of the Association shall serve as ex-officio members of the Board of Directors and shall be ineligible to run for the twelve elected positions on the ballot. The immediate past President shall be required to serve as an ex-officio member of the Board of Directors, however all other past Presidents shall serve voluntarily and shall be asked to provide the Association with a letter of intent to serve on the upcoming Board of Directors prior to the yearly Board of Director’s retreat. This provision is not intended to exclude any past President from running for President-Elect and/or serving again as President during his/her ex-officio status.

Section 5 If, for any reason, successors are not elected at the time these by-laws provide, officers shall hold over until their successors are duly elected and qualified.

Section 6 Vacancies in the Board of Directors and in offices other than the President and President-Elect, including vacancies created by failure to elect, shall be filled by the Board of Directors for the unexpired term.

Section 7 Terms of office shall be coterminous with the corporate year. The President-Elect shall succeed the President upon the expiration of the President’s term of office or upon a vacancy in that office.

Section 8 Any member of the Board of Directors who, without justification or excuse satisfactory to the President, is absent from three consecutive meetings of the Board of Directors or from more than four meetings of the Board of Directors may be removed from membership by the vote of a majority of the members of

the Board of Directors present at the meeting. This section shall not apply to the ex-officio members of the Board of Directors.

ARTICLE V

Powers

Section 1 The President shall be the Chief Executive Officer of the Association. The President shall preside over meetings of the Association and of the Board of Directors and shall perform the duties delegated by the by-laws, the Association, or the Board of Directors.

Section 2 In the absence or inability to act of the President, the President-Elect shall perform the President's duties. The President-Elect shall have such other duties as may be delegated by the by-laws, the Association, or the Board of Directors.

Section 3 The Treasurer, subject to the control of the Board of Directors, shall have oversight over the financial affairs of the Association. The Treasurer or his/her designee shall work with the Executive Director to submit the annual budget to the Board of Directors and present a true accounting at each Board Meeting. At least one time per year, the Treasurer shall convene a meeting of the Audit Committee to review the financial affairs of the Association.

Section 4 The Secretary shall attend meetings of the Board of Directors and shall keep an official record of the proceedings. He/she shall keep all the records and files of the Board of Directors meetings during his/her continuance in office and shall not exhibit them to any person not a member of the Association, and on his/her ceasing to be Secretary, shall deliver them to his/her successor in office. In the event of his/her absence from any meeting, the Board of Directors of the Association may elect a Secretary Pro Tempore in his/her place.

Section 5 Subject to and without prejudice to the powers herein reserved to the membership of the Association, the Board of Directors shall have the entire management of the Association and of the income and property thereof and shall have the exclusive right to appoint and remove such other assistants, agents and committees as the Board of Directors may deem necessary or useful to the Association, and shall prescribe their respective duties.

The Board of Directors may, from time to time, make regulations for calling and conducting its meetings.

Section 6 A Judicial/Clerk Magistrate Committee ("Judicial Committee") shall consist of the President, President-Elect, Immediate Past President and all Ex-Officio Past Presidents who are not already members of the Judiciary. However, no person may actively serve on the Judicial Committee who

has a current application pending for appointment to a judicial office or clerk magistrate position. The Judicial Committee shall independently and confidentially review, evaluate and report on the qualifications of individuals under consideration for any appointment to all courts of the Commonwealth, according to its own rules. Following the investigation and evaluation, the Chair shall report the Committee's evaluation to the Judicial Nominating Commission ("JNC") or Governor's Office and/or the Governor's Council in time to enable the JNC, Governor and/or the Governor's Council to consider such evaluation prior to any final decision regarding proposed nomination or appointment.

ARTICLE VI

New Lawyers' Section

- Section 1 There shall be a Standing Committee known as the "New Lawyers' Section".
- Section 2 The New Lawyers' Section shall consist of all members in good standing of the Hampden County Bar Association who either are not more than thirty-six (36) years of age or who have not been an attorney in excess of ten (10) years from the date of original admission to the Bar.
- Section 3 The New Lawyers' Section shall be governed by the by-laws of the Hampden County Bar Association and by its own by-laws, which shall not be in conflict with the Association's by-laws.
- Section 4 The New Lawyers' Section shall have four officers who shall be chosen in accordance with the New Lawyers' Section by-laws. The officers shall be: Chairperson, Vice-Chairperson, Secretary and Treasurer. The New Lawyers' Section shall determine the process for selecting its officers.
- Section 5 The New Lawyers' Section may conduct its work through committees of the section to be appointed by the section chairperson. The New Lawyers' Section may raise funds for its own events and programs. These funds should be held by the Association in a designated account and shall be made available for New Lawyers' Section activities.
- Section 6 The Chairperson of the New Lawyers' Section shall be a full voting member of the Board of Directors of the Hampden County Bar Association, provided, however, that the Vice-Chairperson shall sit as a voting member in the absence of the Chairperson.

ARTICLE VII

Real Estate Section

- Section 1 There shall be a standing Committee known as the Real Estate Section.
- Section 2 The Real Estate Section will be open to all members of the Association.
- Section 3 The purpose of the Real Estate Section is to encourage programming and education and to promote the interests of the Association's members practicing real estate law. The Real Estate Section will sponsor its own educational programs, follow legislation of interest and publish newsletter articles periodically and maintain the content of the HCBA's Real Estate Section webpage.
- Section 4 The Real Estate Section shall be governed by the by-laws of the Association. The Real Estate Section may adopt its own by-laws, which shall not be in conflict with the Association's By-laws.
- Section 5 The Real Estate Section shall have four officers who shall be: Chairperson, Vice-Chairperson, Secretary and Treasurer. The Real Estate Section shall determine the process for selecting its officers.
- Section 6 The Real Estate Section may conduct its work through committees of the section to be appointed by the section chairperson. The Real Estate Section may raise funds for its own events and programs. These funds should be held by the Association in a designated account and shall be made available for Real Estate Section activities.
- Section 7 The Chairperson of The Real Estate Section shall be a full voting member of the Board of Directors of the Association, provided, however, that the Vice-Chairperson shall sit as a voting member in the absence of the chairperson.

ARTICLE VIII

Bankruptcy Section

- Section 1 There shall be a standing Committee known as the Bankruptcy Section.
- Section 2 The Bankruptcy Section will be open to all members of the Association.
- Section 3 The purpose of the Bankruptcy Section is to encourage programming and education and to promote the interests of the Association's members practicing business and bankruptcy law. The Bankruptcy Section will sponsor its own educational programs, follow legislation of interest and publish newsletter articles periodically and maintain the content of the HCBA's Bankruptcy Section webpage.

- Section 4 The Bankruptcy Section shall be governed by the by-laws of the Association. The Bankruptcy Section may adopt its own by-laws, which shall not be in conflict with the Association's By-laws.
- Section 5 The Bankruptcy Section shall have four officers who shall be: Chairperson, Vice-Chairperson, Secretary and Treasurer. The Bankruptcy Section shall determine the process for selecting its officers.
- Section 6 The Bankruptcy Section may conduct its work through committees of the section to be appointed by the section chairperson. The Bankruptcy Section may raise funds for its own events and programs. These funds should be held by the Association in a designated account and shall be made available for Bankruptcy Section activities.
- Section 7 The Chairperson of the Bankruptcy Section shall be a full voting member of the Board of Directors of the Association, provided, however, that the Vice-Chairperson shall sit as a voting member in the absence of the chairperson.

ARTICLE IX

Labor & Employment Section

- Section 1 There shall be a standing Committee known as the Labor & Employment Section.
- Section 2 The Labor & Employment Section will be open to all members of the Association.
- Section 3 The purpose of the Labor & Employment Section is to encourage programming and education and to promote the interests of the Association's members practicing labor & employment law. The Labor & Employment Section will sponsor its own educational programs, follow legislation of interest and publish newsletter articles periodically and maintain the content of the HCBA's Labor & Employment Section webpage.
- Section 4 The Labor & Employment Section shall be governed by the by-laws of the Association. The Labor & Employment Section may adopt its own by-laws, which shall not be in conflict with the Association's By-laws.
- Section 5 The Labor & Employment Section shall have four officers who shall be: Chairperson, Vice-Chairperson, Secretary and Treasurer. The Labor & Employment Section shall determine the process for selecting its officers.

Section 6 The Labor & Employment Section may conduct its work through committees of the section to be appointed by the section chairperson. The Labor & Employment Section may raise funds for its own events and programs. These funds should be held by the Association in a designated account and shall be made available for Labor & Employment Section activities.

Section 7 The Chairperson of the Labor & Employment Section shall be a full voting member of the Board of Directors of the Association, provided, however, that the Vice-Chairperson shall sit as a voting member in the absence of the chairperson.

ARTICLE X

Criminal Law Section

Section 1 There shall be a standing Committee known as the Criminal Law Section.

Section 2 The Criminal Law Section will be open to all members of the Association.

Section 3 The purpose of the Criminal Law Section is to promote and foster a more collegial relationship between the Commonwealth's prosecutors and the Defense Bar, to encourage and promote education and training opportunities relevant to criminal law practitioners designed to benefit the legal community and the general public. The Criminal Law Section will host its own educational programs, follow legislation of interest and publish newsletter articles periodically and maintain the content of the HCBA's Criminal Law Section webpage.

Section 4 The Criminal Law Section shall be governed by the by-laws of the Association. The Criminal Law Section may adopt its own by-laws, which shall not be in conflict with the Association's By-laws.

Section 5 The Criminal Law Section shall have four officers who shall be: Chairperson, Vice-Chairperson, Secretary and Treasurer. The Criminal Law Section shall determine the process for selecting its officers.

Section 6 The Criminal Law Section may conduct its work through committees of the section to be appointed by the section chairperson. The Criminal Law Section may raise funds for its own events and programs. These funds should be held by the Association in a designated account and shall be made available for Criminal Law Section activities.

Section 7 The Chairperson of the Criminal Law Section shall be a full voting member of the Board of Directors of the Association, provided, however,

that the Vice-Chairperson shall sit as a voting member in the absence of the chairperson.

ARTICLE XI

Solo & Small Firm Section

- Section 1 There shall be a standing Committee known as the Solo & Small Firm Section.
- Section 2 The Solo & Small Firm Section will be open to all members of the Association.
- Section 3 The purpose of the Solo & Small Section is to encourage programming and education and to promote the interests of the Association's members who are solo practitioners or members of small firms. The Solo & Small Firm Section will sponsor its own educational programs, follow legislation of interest and publish newsletter articles periodically and maintain the content of the HCBA's Solo & Small Firm Section webpage.
- Section 4 The Solo & Small Firm Section shall be governed by the by-laws of the Association. The Solo & Small Firm Section may adopt its own by-laws, which shall not be in conflict with the Association's By-laws.
- Section 5 The Solo & Small Firm Section shall have four officers who shall be: Chairperson, Vice-Chairperson, Secretary and Treasurer. The Solo & Small Firm Section shall determine the process for selecting its officers.
- Section 6 The Solo & Small Firm Section may conduct its work through committees of the section to be appointed by the section chairperson. The Solo & Small Firm Section may raise funds for its own events and programs. These funds should be held by the Association in a designated account and shall be made available for Solo & Small Firm Section activities.
- Section 7 The Chairperson of the Solo & Small Firm Section shall be a full voting member of the Board of Directors of the Association, provided, however, that the Vice-Chairperson shall sit as a voting member in the absence of the chairperson.

ARTICLE XII

Meetings

- Section 1 The Annual Meeting of the Association shall be held in June each year at a place and hour set by the Executive Committee. Special Meetings shall be called by the Secretary at the request of the President, or of any ten members of the Association

in good standing. If the Secretary shall fail to act, notices may be given to any member of the Board of Directors.

Section 2 At least ten days before the Annual Meeting, notice thereof, stating the agenda, shall be sent to all members at their business addresses unless other addresses are designated by them. Notice of any special meeting shall be sent to each member at least four days before the meeting, and no business not mentioned in the call of a special meeting shall be transacted at such a meeting.

Section 3 At any meeting of the Association, twelve members shall constitute a quorum. A quorum of the Board of Directors shall be five members, and all other committees, three members, except in a committee of three when two members shall be sufficient. Less than a quorum present at any meeting of the Association, Board of Directors, or other committee may adjourn the meeting to a later date.

ARTICLE XIII

Corporate Year

Section 1 The corporate year shall commence on September 1 and end on August 31 in the following year.

ARTICLE XIV

Miscellaneous

Section 1 Any reference in these by-laws to either gender shall include reference to the other gender.

Section 2 The terms “send” or “sent” shall mean first-class mail, e-mail or faxes, unless the manner of distribution is specified.

ARTICLE XV

Amendments

Section 1 These by-laws may be amended at any meeting of the Association provided, however, that notice of the proposed amendment shall be set forth in the call and notice for the meeting. All amendments shall be adopted by the affirmative vote of two-thirds (2/3), and not less than twenty-five (25), of the members present. The vote shall be by ballot upon the demand of not less than ten (10) members.