

BY-LAWS OF THE BAR ASSOCIATION OF METROPOLITAN ST. LOUIS

Section 1. - Board

(a) The Board of Directors of the Bar Association of Metropolitan St. Louis ("Association") shall be known as the Board. The Board shall consist of the following voting members: the President; the President-Elect; the Vice President; the Secretary; the Treasurer; the Immediate Past President; ten Members-at-Large; two Delegates to the House of Delegates of the American Bar Association; the Chair from each active Division; and the Chair from each active Section. In addition, the Board shall include the following non-voting members: the Chair of the Continuing Legal Education Committee, the Chair-Elect of the Young Lawyers Division, and no more than three members in good standing of the Association appointed to the Board by the President as Presidential Liaisons.

(b) No member may simultaneously hold more than one voting position on the Board.

Section 2. - Duties of the Board

(a) The Board shall meet at least every other month to manage the affairs of the Association, develop and implement Policies of the Association, and generally govern the Association. A simple majority of the voting members of the Board shall constitute a quorum. Special meetings of the Board may be called at any time by the President or by seven members of the Board. The Board may delegate specific duties to the Executive Committee.

(b) Each Bar Year shall begin on May 1st and continue until the next April 30th. Before the beginning of each Bar Year, the Board shall approve, with amendment if necessary, a budget proposed by the Executive Committee showing anticipated receipts and disbursements for the next following fiscal year.

(c) The Board may address substantive policies of the profession and may without limitation determine the Association's position on legislative issues.

(d) For purposes of this Section, a conflict of interest transaction is a transaction with the Association in which a Board member has a material interest. No conflict of interest transaction between the Association and a member of the Board shall be voidable or impose liability on the Board member solely on the basis of the conflict of interest, solely because the Board member is present at or participates in the meeting of the Board, or solely because the Board member's vote is counted for such purpose, if the material facts of the transaction and the Board member's interest are disclosed or are known to the Board, and the Board reasonably believes in good faith that the transaction is not unfair to the Association. A conflict of interest transaction shall be approved if it receives the affirmative vote of a simple majority of the Board members who have no direct or

indirect interest in the transaction, even though less than a quorum, but such a transaction may not be approved by a single Board member. Common or interested Board members may be counted in determining the presence of a quorum at a meeting of the Board.

Section 3. - Councils

(a) The Association shall have a Past Presidents Council, and such other Councils as the Board establishes. Each Council shall be governed by rules adopted by the Board. The President shall nominate, and with the consent of the Board, shall appoint the Chair of each Council at the first meeting of the Board during each Bar Year.

(b) The Past Presidents Council shall consist of every Past President of the Association who is a member in good standing of the Association. The Past Presidents Council shall meet at least once annually and may provide recommendations to the Board concerning governance of the Association and actions to be taken by the Board.

Section 4. - Divisions

(a) The Association shall have a Young Lawyers Division, and such other Divisions as the Board establishes. Each Division shall have the power to adopt rules and by-laws for its own government, including those pertaining to procedures for electing Division officers and appointment of committees and subcommittees of the Division, not inconsistent with any rules and by-laws of the Association and subject to the approval by the Board. The Board may initially appoint officers of each Division as it deems necessary to effect organization of the Division. The Chair of each Division shall be determined at least 45 days prior to the beginning of each Bar Year.

(b) The Young Lawyers Division shall consist of every member in good standing of the Association who has practiced less than five years or who is less than 36 years old on the immediately preceding May 1. The Young Lawyers Division shall meet at least once annually and may provide recommendations to the Board concerning policies to be adopted and actions to be taken by the Board related to the constituents of the Division.

Section 5. - Sections

The Association shall have such sections as the Board establishes. Each Section shall have the power to adopt rules and by-laws for its own government, including those pertaining to procedures for electing Section officers and appointment of committees and subcommittees of the Section, not inconsistent with any rules and by-laws of the Association and subject to the approval by the Board. The Board may initially appoint officers of each Section as it deems necessary to effect organization of the Section. The Chair of each Section shall be determined at least 45 days prior to the beginning of each Bar Year.

Section 6. - Committees

(a) The Association shall have the following standing committees: Communications Committee, Finance Committee, Membership Committee, Continuing Legal Education (CLE) Committee, and such other standing committees as the Board establishes. The Association shall have such Task Forces as the Board, President or President-Elect establishes. Except as otherwise provided herein, the Chair of each Standing Committee shall be appointed by the President. Each Standing Committee shall have the power to establish subcommittees as necessary. Except as otherwise provided herein, the Chair of each Task Force shall be appointed by the entity that establishes it.

(b) The Chair and members of each Standing Committee of the Association shall serve until April 30 following their appointment.

(c) The Chair and members of each Task Force of the Association shall serve until such committee is discharged by the establishing entity.

(d)(i) The Communications Committee shall consist of the Secretary, who shall chair the Committee, the Chair of the editorial board of the "St. Louis Lawyer", the Chair of the editorial board of the "The St. Louis Bar Journal", and at least two other members appointed by the President.

(ii) The Communications Committee shall meet at least quarterly and may provide recommendations to the Board concerning policies to be adopted and actions to be taken by the Board related to internal and external communications of the Association to members, including: journals, newsletters and other periodicals, electronic correspondence, and websites.

(e)(i) The Finance Committee shall consist of ten members as follows: the President; the President-Elect; the Chair-Elect of the Young Lawyers Division; the Treasurer, who shall chair the Committee; and six other members not more than three of whom shall be Board members. Each of said six members shall serve three year terms on a staggered basis, such that the terms of two members expire each year. The incoming President shall with the consent of the Board appoint two active members in good standing of the Association to serve on the Committee for three years. If an appointed member is unable to serve out his or her full term or must otherwise vacate his or her position, the Board may elect a member in good standing of the Association to replace the member for the duration of the term of the vacated position.

(ii) The Finance Committee shall meet at least quarterly, and shall in advance of March 1 prepare a draft budget showing anticipated receipts and disbursements for the next following fiscal year and recommend the proposed budget to the Executive Committee for consideration when deriving the budget for the Association. The Finance Committee may perform long term strategic financial analysis for the Association, and may provide

recommendations to the Board concerning policies to be adopted and actions to be taken by the Board related to procedures and controls for the collection and disbursement of the funds of the Association, related to fiscal and investment policies of the Association, related to minimum cash / investment reserves to be maintained by the Association, related to accounting practices of the Association, and related to the annual audit.

(f)(i) The Membership Committee shall consist of the Vice President, who shall chair the Committee, the Young Lawyer Division Membership Committee Chair, and at least two other members of the Association appointed by the President.

(ii) The Membership Committee shall meet at least quarterly and may provide recommendations to the Board concerning policies to be adopted and actions to be taken by the Board related to membership growth and membership benefits offered by the Association to members.

(g)(i) The Continuing Legal Education (CLE) Committee shall consist of: the Vice Chair, appointed by the President-Elect from the Members-at-Large, who shall automatically become Chair-Elect in the following Bar Year; the Chair-Elect, who shall automatically become Chair in the following Bar Year; the Chair or a Delegate from each active Division; and the Chair or a Delegate from each active Section; and two active members in good standing of the Association selected by the incoming Chair.

(ii) The CLE Committee shall call a meeting of all Division and Section Chairs at least twice annually to plan, coordinate and administer Continuing Legal Education programs of the Association, and may provide recommendations to the Board concerning policies to be adopted and actions to be taken by the Board related to such programs and events of the Association. The CLE Committee shall not have authority to make expenditures beyond those budgeted or approved by the Board, nor to solicit funds from any source without prior approval by the Board.

Section 7. - Officers and Executive Committee

(a) The Officers of the Association shall be the President, the President-Elect, the Vice President, the Secretary, and the Treasurer. Collectively, the Officers and the Chair of the Young Lawyers Division shall be known as the Executive Committee.

(b) The membership of the Association shall elect the President-Elect, the Vice President, the Secretary and the Treasurer to hold office for a one year term. The President-Elect shall automatically succeed to the office of President and shall be installed as President during the annual meeting one year following his or her election to the office of President-Elect. In the event an Officer other than President or President-Elect is unable to serve out his or her full term or must otherwise vacate his or her position, the Board may elect a member in good standing of the Association to replace the Officer for the duration of the term of the vacated position. In the event the President is unable to serve out his or her full term or must otherwise vacate his or her position, the Board shall install

the President-Elect as President for the duration of the vacated term and he or she shall continue as President during the following year. In the event the President-Elect is unable to serve out his or her full term or must otherwise vacate his or her position, the position shall remain vacant until the next election by the membership. Such next election may be a special election.

Section 8. - Duties of the Officers and Executive Committee

(a) The President shall preside at all meetings of the Executive Committee, the Board and the Association. The President shall appoint Chairs of all Standing Committees and Task Forces except as otherwise provided herein.

(b) In the absence of the President, the President-Elect shall preside at all meetings of the Board and the Association.

(c) The Vice President shall serve as Parliamentarian of the Association and shall perform such duties as shall be assigned by the President with the consent of the Board. The Vice President shall be Chair of the Membership Committee.

(d) The Secretary shall make records of the proceedings of all meetings of the Board and the Association. Such records shall be retained in the offices of the Association. The Secretary shall maintain or have employees of the Association maintain a roll of all members of the Association, which shall be retained in the offices of the Association. The Secretary shall be Chair of the Communications Committee.

(e) The Treasurer shall maintain or have employees of the Association maintain regular accounts, which shall at all times be open to inspection by any member of the Board. The Treasurer shall report to the Board as often as requested. The accounts shall be audited by a Certified Public Accountant selected by the Finance Committee. The Treasurer shall be Chair of the Finance Committee.

(f) The Executive Committee shall meet at least twice annually and before April 1 shall prepare a budget showing anticipated receipts and disbursements for the next following fiscal year based on a draft budget proposed by the Finance Committee for approval by the Board of the Association. In the extraordinary event that action must be taken by the Association before the Board may be practicably convened, the Executive Committee may take such action on behalf of the Board.

Section 9. - Members-at-Large

(a) The membership of the Association shall elect five Members-at-Large each year to hold office for a two year term. In the event an elected Member-at-Large is unable to serve out his or her full term or must otherwise vacate the position, the Board may elect a

member in good standing of the Association to replace the Member-at-Large for the duration of the term of the vacated position.

(b) In addition to the general duties of the Board, the Members-at-Large shall perform such duties as assigned by the President with the consent of the Board.

Section 10. - Delegates to the American Bar Association

(a) The membership of the Association shall elect one Delegate to the House of Delegates of the American Bar Association each year to hold office for a two year term, The elected Delegate shall take office when the annual meeting of the American Bar Association in the year in which the delegate is elected has adjourned. Each Delegate shall maintain memberships in good standing of this Association and of the American Bar Association and shall serve for a term of two years and until a successor shall have been duly elected and certified to the House of Delegates. In the event an elected Delegate is unable to serve out his or her full term or must otherwise vacate the position, the Board may elect a member in good standing of the Association to replace the Delegation for the duration of the term of the vacated position.

(b) The delegates shall inform the Board of matters pending before the House of Delegates and of the actions of the House of Delegates, and shall represent the Association at the meetings of said House of Delegates, to the best of his or her abilities.

Section 11. - Members

(a) Membership in the Association shall be available to: (1) any attorney who is a member in good standing of the Missouri Bar; (2) any attorney who is currently licensed to practice law before and in good standing with the highest court of some other State or Territory, or before the District Court of the District of Columbia; (3) any attorney who is a full-time member of a law school faculty; (4) any person holding a degree or certificate from any college, university or institute in legal assistant or paralegal training; (5) any person who has been employed as a legal assistant, paralegal, legal administrator, or librarian by any lawyer, law firm or corporation and whose supervising attorney is a member in good standing of the Association who certifies to such employment; and (6) any student enrolled in an accredited law school.

(b) An application for admission shall be submitted to the Secretary, who shall review or cause to be reviewed such application as to completeness and form, and if satisfactory with respect thereto, shall place or cause to be placed on the membership roll of the Association.

(c) The Association may at any time, by vote of its members at an annual or special meeting called by the Board, elect any person who has made an outstanding contribution

to the administration of justice or to the advancement of the profession as an Honorary Member or Life Member of this Association.

(d) All members in categories (1), (2), and (3) of paragraph (a) of this Section, all Honorary Members, and all Life Members, who are in good standing and fulfill the requirements of active membership, shall have and enjoy all of the privileges and benefits of full membership in the Association. All members in categories (4), (5), or (6) of paragraph (a) of this Section, who are in good standing and fulfill the requirements of active membership, shall have and enjoy all privileges and benefits of membership in the Association without right of holding elective office or having membership on such other committees of this Association as determined by the Board.

(e) Whenever it appears that a member in one class of membership appropriately be placed in another class of membership, the member shall be transferred to the appropriate class of membership. Transfers and reclassifications of membership shall be done by vote of the Board.

Section 12. - Resignation, Forfeiture, Suspension and Expulsion of Members

(a) Any member may resign at any time upon the payment of all dues and accounts to the Association. From the date of the receipt by the Secretary of a notice of resignation with an endorsement thereon by the Treasurer that all dues and accounts have been paid as above provided, the person giving such notice shall cease to be a member of the Association. The Secretary shall notify the Board of all resignations.

(b) If any member of the Association shall be suspended or disbarred from the practice of law by final order, judgment or decree of a court or tribunal of competent jurisdiction, such member shall *ipso facto* and without further notice or hearing be expelled from the membership in the Association and his or her membership shall terminate immediately upon such suspension or disbarment. Terminated members may reapply for membership once reinstated to the practice of law.

(c) Any member of the Association who shall fail or neglect to pay his or her annual dues to the Association for a period of two months from the date upon which any such dues are payable, shall, after prior written notice of at least fifteen days thereby forfeit his or her membership in the Association, and it shall be the duty of the Treasurer to notify the Secretary of the fact of such forfeiture, and the Secretary shall thereupon cause the name of the member so forfeiting to be stricken from the roll of members. Members who forfeit their membership may reapply for membership upon the payment of all dues and accounts to the Association.

(d) The Board, upon written application of any member or former member, may at its discretion for good cause shown, abate, cancel, postpone, or forego the collection of the delinquent dues or any portion thereof of such person where the failure to pay such

delinquent dues has been occasioned by illness, accident, disability or other similar misfortune beyond the control of such member or former member.

(e) The Board may at its discretion suspend or expel any member for misconduct in his or her relations with the Association or in his or her profession. Suspended or expelled members may reapply for membership.

Section 13. - Dues

The dues to be paid by members shall be determined by the Board. Any increase in dues shall be approved by a two thirds majority at a meeting of the Board. The dues shall be assessed annually and payable as of May 1.

Section 14. - Order of Business at Meetings

(a) Unless otherwise specifically provided herein, the parliamentary rules contained in the latest revision of Roberts Rules of Order shall govern all meetings of the Association.

(b) Persons may participate in any meeting of the Association, including but not limited to meetings of the Board, Councils, Divisions, Sections, Committees or Subcommittees, by means of telephone or similar communications equipment where all persons participating in the meeting can communicate with each other. Participation in a meeting in this manner constitutes presence in person at the meeting.

(c) Any action which may be taken at a meeting of the Board, may be taken without meeting in person if all Board members entitled to vote with respect to the subject matter thereof sign written consents that set forth the action so taken. Such consents have the same force and effect as an in person vote of the Board at a meeting duly held. The Secretary is to file such consents with the minutes of the Board meetings. For purposes of this paragraph (c), the term "sign" includes any manual, facsimile, conformed or electronic signature.

Section 15. - Meetings of Members

(a) The Annual Meeting of the Association shall be held within the first two weeks of April on a date determined by the Board. Special meetings may be called by the Board as deemed necessary by it or by the Secretary upon the written request of ten members of the Association.

(b) All powers of the Association may be exercised at the Annual Meeting or any special meeting called by the Board. At a special meeting called by the Secretary on request of members, no business shall be transacted except as specified in the written request of the members.

(c) The presence of fifty active members in good standing shall be necessary to constitute a quorum at any meeting of the Association. The Secretary shall verify the presence of a quorum and certify to the presence of the quorum in the minutes.

Section 16. - Nominations, Elections, Vacancies

(a) Not later than seventy days prior to the Annual Meeting of the Association, the Secretary shall notify the members of the Association that petitions to nominate candidates for all offices, including any Member-at-Large or Delegate to the American Bar Association, may be filed with the Secretary no later than forty-five days prior to the Annual Meeting.

(b) Nomination of candidates to fill offices shall be made by filing with the Secretary not sooner than sixty days nor later than forty-five days prior to the Annual Meeting a written petition signed by not less than five nor more than ten members in good standing. The candidate may include with the petition a photograph and background information for inclusion in the election bulletin to the membership.

(c) If nominating petitions have not been filed with the Secretary for any office within the time prescribed, the Board shall meet within five days after the last date of such filing and nominate one or more qualified active members in good standing of the Association as candidates for that office.

(d) The Secretary shall notify the membership of the names of all candidates and the office for which each candidate is nominated, and factual information concerning each candidate including: a current address; name of law firm or employer; offices held on the Board and years; Council, Division, Section and Committee offices held and years.

(e) Voting shall be by secret written, paper or electronic ballot. The signature of the respective voter shall be made in such a manner as to preserve the secrecy of each ballot. Omission of the signature shall invalidate the ballot. Not later than twenty days prior to the Annual Meeting, the Secretary shall cause a ballot to be delivered to each member of the Association eligible to vote. Ballots to be counted must be received at the Association's principal office prior to 5:00 p.m. on the day of the Annual Meeting.

(f) Candidates shall be listed on the ballot in the order in which their nominating petition is filed.

(g) There shall be no cumulative voting in the case of any office for which more than one candidate is to be elected. In the case of any office, the candidate, or if there is more than one to be elected, the candidates receiving the largest number of votes shall be declared elected.

(h) The Association shall not assist any candidate is publicizing his or her candidacy for an office in the Association other than to provide mailing labels to the candidate at cost upon receiving a signed statement from the candidate that the addresses may not be used for any other purpose.

(i) The Annual Meeting shall commence as soon as practicable after the balloting has closed. Ballots shall be tabulated as soon as the balloting is closed and the winners declared by the President, after certification by the Executive Committee, during the Annual Meeting.

(j) In the case of a tie vote, the members of the Association present at the Annual Meeting shall vote by secret ballot and the candidate receiving the largest vote shall be declared the winner.

Section 17. - Notice

(a) Notice of any meeting shall be given not less than seven days or more than sixty days before the date of the meeting. Notice may be communicated in person, by telephone, electronic mail or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated if communicated in a comprehensible manner. Written notice, if in a comprehensible form, is effective at the earliest of the following: when received; five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or thirty days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed.

(b) Notice of any meeting required to be given under the provisions of these By-laws or the laws of the State of Missouri shall be deemed waived by the attendance at such meeting of the party or parties entitled to notice thereof, except where a party or parties attend a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

(c) Any notice required to be given under the provisions of these By-laws or the laws of the State of Missouri may be waived by the persons entitled thereto signing a waiver of notice before or after the time of said meeting, and such waiver shall be deemed equivalent to the giving of such notice.

Section 18. - Amendments

These By-laws may be amended at any meeting of the Board, by a two thirds majority, provided that ten days notice in writing of the proposed amendment has been given.

These By-laws may be amended at any annual or special meeting of the Association by a majority vote of the members present and voting, upon petition to the Secretary by fifty members in good standing, provided that sixty days notice in writing of the proposed amendment has been given.