

Article VI—Committees

Section 1

There shall be such standing or special committees as shall be determined by the Board of Governors. The President shall be an ex officio member with full voting rights on all committees. The President-Elect shall be an ex officio member with full voting rights on all committees except for the Committee on Nominations.

Section 2

There shall be the following standing committees of the Bar which shall be chosen as provided for herein: Attorney/Client Arbitration Board, Audit, Budget, Communities, Continuing Legal Education, Executive, Finance, Global Legal Practice, Judicial Evaluation, Lawyer Assistance, Leadership Development, Legal Ethics, Pension, Regulations/Rules/Board Procedures, Rules of Professional Conduct Review, and Screening. All other committees shall be designated special committees of the Bar and shall be automatically terminated two years after their creation unless the Board votes to renew their mandate for additional periods not to exceed one year at a time. The date of creation of a special committee is the date when the Board appoints a majority of its members, unless another date is designated by the Board. Except as provided below, all committees of the Bar shall be appointed by the President with the approval of the Board of Governors. In connection with the creation of any special committee, the communities of the Bar, through their elected representatives, shall be consulted and provision made for their representation on such committees. Except as provided in the preceding sentence, nothing herein applies to the creation or composition of steering committees thereof, which shall be governed by the Communities Policies and Procedures.

Attorney/Client Arbitration Board

The Board shall consist of seven active lawyer members and four non-lawyer members, appointed for staggered three-year terms in accordance with the Screening Committee Appointment Procedures, with no person to serve more than two consecutive terms.

Audit

The Audit Committee shall consist of three members of the Board the majority of whom have completed at least one year of service on the Board, and two persons who, by virtue of training and/or occupation, are knowledgeable about finance and audits, all of whom are appointed by the President with the approval of the Board to staggered three-year terms. The Immediate-Past President and Treasurer shall not serve on the Audit Committee. *[Amended July 14, 2020]*

Budget

The Budget Committee shall be chaired by the President-Elect of the Bar and shall include the President, the Treasurer, one representative designated by the Board on Professional Responsibility, and three other voting members of the Board of Governors appointed by the President with the approval of the Board for one-year terms.

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Communities

The Communities Committee shall consist of 11 active members of the Bar, appointed by the President with the approval of the Board, for staggered two-year terms, with no person to serve more than three consecutive terms.

Continuing Legal Education

The Committee shall consist of not more than 15 active members of the Bar, appointed by the President with the approval of the Board, for staggered two-year terms, with no person to serve more than three consecutive terms.

Executive

The Committee shall consist of the President, President-Elect, Immediate Past-President, and four other voting members of the Board, appointed by the President with the approval of the Board for one-year terms.

Finance

The Committee shall consist of the immediate Past-President as Chair, the current Bar Treasurer, and three members appointed by the President with the approval of the Board. The three members of the Committee shall serve staggered three-year terms with no person serving more than two consecutive terms.

Global Legal Practice

The Committee shall consist of not more than 11 members of the Bar and two non-lawyer professional members, appointed by the President with the approval of the Board, for staggered two-year terms, with no person to serve more than three consecutive terms.

Judicial Evaluation

The Committee shall consist of seven active members of the Bar who shall be appointed by the President with the approval of the Board, for staggered three-year terms, with no person to serve more than two consecutive terms.

Lawyer Assistance

The Committee shall consist of not more than 15 members of the Bar and two non-lawyer members, appointed by the President with the approval of the Board, for staggered two-year terms, with no person to serve more than three consecutive terms.

In effect until June 30, 2022

Leadership Development

The Committee shall consist of not more than 15 persons, appointed by the President, with the approval of the Board for staggered two-year terms, with no person to serve more than three consecutive terms.

Legal Ethics

The Committee shall consist of 11 active members of the Bar and four non-lawyers, to be appointed by the Board of Governors for staggered three-year terms, in accordance with the Screening Committee Appointment Procedures, with no person to serve more than two consecutive terms.

Pension

The Committee shall consist of the President, the immediate Past-President, and three persons, who, by virtue of training and/or occupation, are knowledgeable about pensions and pension plans, and are appointed by the President with the approval of the Board to staggered three-year terms. The immediate Past-President shall serve as Chair.

Regulations/Rules/Board Procedures

The Committee shall consist of five active members of the Bar, appointed by the President with the approval of the Board, for staggered two-year terms, with no person to serve more than three consecutive terms.

Rules of Professional Conduct Review

The Committee shall consist of not more than 15 active members of the Bar, who shall be appointed for staggered two-year terms, in accordance with the Screening Committee Appointment Procedures, with no person to serve more than three consecutive terms.

Screening

The Committee shall consist of five persons appointed by the President with the approval of the Board in July of each year for one-year terms, with no person to serve more than three consecutive terms. Of the five members, three shall be attorney members of the Board, one shall be a non-lawyer member of the Board, and one shall have been a member of the most recent Committee on Nominations.

Nominations

The President shall designate annually one member of each committee to serve as chair and, as appropriate, one member to serve as co-chair or vice-chair, subject to the approval of the Board. To the extent possible, any committee appointments or designations by the President, subject to the approval of the Board, shall be made no later than the October Board meeting each year. In

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the event that a vacancy exists by reason of an expiration of the term of office, the incumbent may continue to serve until a replacement has been chosen by the President and approved by the Board. The prohibitions against consecutive service contained herein shall apply only where the terms served were full terms.

Section 3

If any committee member fails to attend three consecutive committee meetings, the committee chairperson, after consultation with the President of the Bar, may remove the committee member from the committee.

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Article VII—Indemnification

Section 1. Mandatory Indemnification

- a. The District of Columbia Bar shall indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or on behalf of the District of Columbia Bar), because he or she is or was an officer of the Bar, a member of the Board of Governors, an elected or appointed official of a Section, a member of a Committee of the Bar, a member of the Board on Professional Responsibility or its hearing committees or a monitor appointed either by the Court or the Board on Professional Responsibility, a practice monitor appointed by the Practice Management Service Committee pursuant to a diversion agreement encompassed by Rule XI of the Rules Governing the District of Columbia Bar, a member of or an arbitrator appointed by the Attorney/Client Arbitration Board, a trustee of the Clients' Security Fund, a paid employee of the Bar (including an employee of the Office of Bar Counsel and the Board on Professional Responsibility) under the following circumstances:
1. where he or she has been successful on the merits or otherwise in defense of any such action, suit or proceeding, and
 2. where he or she has settled the action or been unsuccessful on the merits and neither the Board nor an appropriate court has determined that the expenses have resulted from fraud, corruption, actual malice, or intentional wrongdoing on the part of the person claiming indemnification.

The indemnification under this section shall cover expenses (including attorney's fees) actually and necessarily incurred by such person in connection with the defense and/or good faith settlement of such action, suit, or proceeding.

- b. Any indemnification under paragraph (a) of this Section shall be made by the District of Columbia Bar only as authorized in the specific case by the Board of Governors upon its determination that indemnification is appropriate. The Board of Governors shall make that determination and authorization by a majority vote of a quorum consisting of disinterested members or, if such a quorum is not obtainable, by a vote of the three most recent disinterested past Presidents of the Bar who are available to serve. The Board of Governors shall have the right, as a condition of granting indemnification, to approve in advance the choice of counsel as well as any settlement by the person requesting indemnification. The Board shall not unreasonably withhold its approval.

Section 2. Advancing Expenses

When an action covered by Section 1 above is pending or threatened, the District of Columbia Bar shall advance expenses (including reasonable attorney's fees) incurred by a person eligible for indemnification, upon (a) such terms and conditions as the Board of Governors, by a majority vote of a quorum of disinterested members or, if such a quorum is not obtainable, by a vote of the three most recent disinterested past Presidents of the Bar who are available to serve, deems

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appropriate and (b) receipt of a promise by such person to repay such advances if it shall ultimately be determined that he or she is not entitled to be indemnified by the Bar as authorized under this Article.

Section 3. Non-Exclusivity of Indemnification Under Article VI

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any by-law, agreement, vote of the Board of Governors or members of the Bar, or otherwise

Section 4. Insurance

The District of Columbia Bar may purchase and maintain insurance on behalf of any person who is or was an officer of the Bar, a member of the Board of Governors, an elected or appointed official of a Section, a member of a Committee of the Bar, a member of the Board on Professional Responsibility or its hearing committees or a monitor appointed either by the Court or the Board on Professional Responsibility, a practice monitor appointed by the Practice Management Service Committee pursuant to a diversion agreement encompassed by Rule XI of the Rules Governing the District of Columbia Bar, a member of or an arbitrator appointed by the Attorney/Client Arbitration Board, a trustee of the Clients' Security Fund, a paid employee of the Bar (including an employee of the Office of Bar Counsel, the Board on Professional Responsibility, and the Pro Bono Program) against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such.[1]

[1] On May 10, 2000, the Board of Governors adopted the name change of the D.C. Bar Public Service Activities Corporation to the D.C. Bar Pro Bono Program. On May 18, 2000, the name change was certified by the government of the District of Columbia Department of Consumer and Regulatory Affairs. On June 9, 2015, the Board of Governors adopted the name change of the D.C. Bar Pro Bono Program to the D.C. Bar Pro Bono Center. On August 28, 2015, the name change was certified by the government of the District of Columbia Department of Corporations.

[2] On March 9, 2010, the Board of Governors approved the change in title of the Executive Director to Chief Executive Officer.