

1 **District of Columbia Bar**
2 **BYLAWS**

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19 **DISTRICT OF COLUMBIA BAR**

20 **BYLAWS**

21 **Article I**

22 **Name**

23 **Section 1.01. Name.** The name of the organization is the District of Columbia Bar (“D.C. Bar”
24 or “Bar”).

25

26 **Article II**

27 **Purposes**

28

29 **Section 2.01. Rules Governing the Bar.** The Bar is responsible for the management and
30 regulation of all persons admitted to practice law in the District of Columbia and is governed by
31 the District of Columbia Court of Appeals Rules Governing the District of Columbia Bar
32 (“Rules”), these Bylaws, and the D.C. Bar Membership Manual.

33

34 **Section 2.02 Purposes.** The purposes for which the Bar is organized are:

- 35
- 36 (a) To assist the legal profession in maintaining high standards of the practice of law in the
37 District of Columbia;
- 38
- 39 (b) To aid the courts of the District of Columbia in carrying out and improving the
40 administration of justice;
- 41
- 42 (c) To promote access to justice and enhance the delivery of legal services to those in need;
- 43
- 44 (d) To foster and maintain high ideals of integrity, learning, competence in public service, and
45 high ethical standards;
- 46
- 47 (e) To safeguard the proper professional interests of the members of the Bar;
- 48
- 49 (f) To encourage the formation and support the activities of voluntary bar associations;
- 50
- 51 (g) To provide a forum for and publish information about the practice of law, the science of
52 jurisprudence and law reform and the relationship of the Bar to the public; and
- 53

54 (h) To carry on a continuing program of legal research and education in the technical fields of
55 substantive law, practice, and procedure, and make reports and recommendations thereon;
56 to the end that the public responsibility of the legal profession may be more effectively
57 discharged.

58 **Article III**

59 **Membership and License Requirements**

60 **Section 3.01 District of Columbia Bar Membership Manual.**

61 In addition to the membership and license provisions and requirements contained in the Rules and
62 these Bylaws are the provisions and requirements contained in the *D.C. Bar Membership Manual*
63 (“Membership Manual”) which shall have the same weight and authority of these Bylaws. The
64 provisions and requirements contained in the Membership Manual may not be suspended.
65

66 The Membership Manual shall be amended upon the recommendation of the Chief Executive
67 Officer of the D.C. Bar and shall take effect unless the Executive Committee raises a written
68 objection to the recommendation no later than two weeks after receiving written notice of such
69 amendment.
70

71 **Section 3.02 Classes of Membership and Qualifications.**

72 All attorneys admitted to the Bar of the District of Columbia Court of Appeals shall be members
73 of the District of Columbia Bar subject to compliance with the conditions and requirements of
74 such membership. Residence in the District of Columbia shall not be a condition of eligibility to
75 membership in the Bar.
76

77 The members of the District of Columbia Bar shall be divided into four classes: Active, Inactive,
78 Judicial, and Retired.
79

80 (a) **Active.** Active members are eligible to engage in the practice of law in the District of
81 Columbia. Active members are eligible to hold office and vote in any election or other
82 business conducted by the District of Columbia Bar.
83

84 (b) **Inactive.** Inactive members are those eligible for Active membership but who are not
85 engaged in the practice of law in the District of Columbia and who have provided notice
86 to the Bar of enrollment in this class of membership.
87
88

89 Except as authorized by other Court rules, Inactive members shall not practice law in the
90 District of Columbia. Inactive members shall not be eligible to hold office or vote in any
91 general election or other business conducted by the District of Columbia Bar.

92 (c) **Judicial.** Judges of courts of record, full-time court commissioners, U.S. bankruptcy
93 judges, U.S. magistrate judges, other persons who perform a judicial function in an
94 exclusive basis, in an official capacity created by federal or state statute or by
95 administrative agency rule, and retired judges who are eligible for temporary judicial
96 assignment, and are not engaged in the practice of law, shall be classified as Judicial
97 members, except that if a member's terms and conditions of employment require that they
98 be eligible to practice law, then the member may choose to be an Active member.

99
100 Judicial members shall not be eligible to practice law in the District of Columbia or to hold
101 office or vote in any general election or vote on other business conducted by the District of
102 Columbia Bar.

103
104 (d) **Retired.** Retired members are those persons who have retired from the practice of law
105 (except, as provided in D.C. App R. 49, on a pro bono basis), or who are totally disabled
106 and unable to practice law, and who have certified that (1) they have been an Active member
107 of the Bar for five years (two years of any combination of Inactive or Judicial membership
108 may be substituted for one year of Active membership to satisfy this requirement); and (2)
109 they have been engaged in the practice of law in the District of Columbia or elsewhere for
110 a total of 25 years.

111
112 Retired members shall not be eligible to hold office or vote in any general election or other
113 business conducted by the District of Columbia Bar.

114
115 **Section 3.03 Special Legal Consultants Category.**
116 Special Legal Consultants licensed by the Court are not members of the Bar but are subject to the
117 same conditions and requirements under the applicable Rules, Bylaws, and Membership Manual
118 as Active members of the Bar. These persons may render legal services in the District of Columbia
119 as permitted by Court rules and are subject to specific limitations noted therein.

120 Special Legal Consultants are exempt from the Mandatory Course requirement and shall not be
121 eligible to hold office or vote in any election or other business conducted by the District of
122 Columbia Bar.

123 **Section 3.04 Additional Classes**
124 The Board of Governors shall have the authority to create additional classes of membership and
125 promulgate the required qualifications for such classes.

126

127 **Section 3.05 Membership Requirements.**

128 **(a) Annual Registration Statement and Change of Information.**

- 129 1. **Annual Registration.** On or before July 1st, all Active, Inactive, and Judicial members of
130 the Bar shall be required to file annually with the Bar a registration statement in an
131 electronic form as required by the Bar.

132
133 In addition, all members of the Bar are required to file with the Bar any changes in the
134 information previously submitted on the registration statement within 30 days of the
135 change. Failure to timely submit changes may result in a member's automatic
136 administrative suspension.

137
138 Newly admitted members shall file such a registration statement within three months of
139 their admission date as authorized by the Court.

- 140
141 2. **Failure to Register.** Any member who fails to file the required registration statement shall
142 be suspended from membership. Suspended members shall not engage in the practice of
143 law in the District of Columbia until they complete the reinstatement requirements set forth
144 in the Membership Manual or unless otherwise authorized by D.C. App. R. 49.

145
146 **(b) Fees.**

- 147 1. **License Fee and Late Fee.** All Active, Inactive, and Judicial members Special Legal
148 Consultants shall pay an annual license fee to remain in good standing. All membership
149 license fees shall be determined and approved by the D.C. Bar's Board of Governors and
150 shall not exceed a ceiling set by the District of Columbia Court of Appeals.

151
152 All license fees are due on or before July 1st unless otherwise published by the Board of
153 Governors. License fees are non-refundable once payment has been remitted.

154
155 All members whose annual license fee has not been received by the Bar by July 15th will
156 be assessed and required to pay a late fee in addition to the full amount of the annual license
157 fee due for the annual license year.

158
159 The D.C. Bar's annual license year shall run concurrently with its Fiscal Year.

- 160
161 2. **Reinstatement Fees.** The Bar shall have the authority to assess and collect reinstatement
162 fees.
- 163
164 3. **Suspension for Nonpayment of License Fee and/or Late Fee.** Any member whose
165 annual license fee and/or assessed fees associated with their membership invoice (including
166 the late fee and/or returned payment fee) remains unpaid by September 30th shall be

167 automatically administratively suspended. Except as otherwise provided in D.C. App. R.
168 49, a member whose membership has been administratively suspended for nonpayment of
169 the annual license fee and/or failure to pay other late and/or assessed fees shall not be
170 entitled to practice law in the District of Columbia during the period of administrative
171 suspension.

172
173 **(c) Mandatory Course on the District of Columbia Rules of Professional Conduct and**
174 **District of Columbia Practice (“Mandatory Course” or “Course”).**

175 1. **The Mandatory Course for New Admittees.** Attorneys admitted to the District of
176 Columbia Bar after July 1, 1994 are required to complete the Mandatory Course within
177 twelve months of admission to the Bar.

178
179 Newly admitted attorneys of the Bar who have not completed the Mandatory Course
180 requirement within twelve months of admission shall be sent a notice of noncompliance to
181 the attorney’s preferred email address in their official Bar record.

182 2. **Suspension of New Admittees for Failure to Complete the Mandatory Course.** Newly
183 admitted attorneys of the Bar who have not completed the Course within 60 days of the
184 issuance of the 12-month Notice of Noncompliance shall be automatically suspended and
185 shall be sent a Notice of Suspension to the attorney’s preferred email address in their
186 official Bar record.

187
188 3. **Annual Report.** The Bar shall provide a written report annually to the Court concerning
189 the Course, its curriculum and faculty, number of presentations, attendance, and the
190 number of attorneys suspended for failure to comply with section (2) above.

191

192 **Section 3.06 Change in Membership Class, Resignation, and Reinstatement.**

193 These topics are addressed fully in the Membership Manual.

194

195 **Section 3.07 Membership Status and CEO Discretion.**

196 The Chief Executive Officer may, in their discretion, authorize a change to a member’s official
197 record or require other action be taken, including, but not limited to, retroactive reinstatement, to
198 address a matter arising under this Article or the Membership Manual due to an error or omission
199 on the part of the Bar, or upon other good cause shown, and upon such terms and conditions they
200 deem appropriate.

201 **Section 3.08 Notices and Deadlines.**

202 (a) **From the Bar to Members.** All notices shall be sent to the member’s preferred email
203 address contained in the member’s official Bar record. Notices of administrative

204

205 suspension shall be sent in writing by first class U.S. mail and by email to the preferred
206 email address contained in the member's official Bar record.

207
208 (b) **From the Bar to the District of Columbia Courts.** The Bar shall provide written
209 notice to the clerks of the D.C. Court of Appeals and/or the D.C. Superior Court of any
210 suspensions arising under this Article.

211
212 (c) **Deadlines.** The applicable deadline for any date in this Article that may fall on a
213 weekend or District of Columbia holiday shall be the next regular business day.

214
215 **Section 3.09 Meetings of the Membership.**

216 (a) **Annual Meeting, Minutes and Required Notice.** Each year there shall be an annual
217 meeting of members of the Bar. The Board of Governors shall determine the time and place
218 of the annual meeting and shall arrange therefor a suitable program. The Annual Meeting
219 shall be held in-person, electronically, or both, as prescribed by the Board of Governors,
220 provided all attendees can contemporaneously communicate with each other during the
221 meeting.

222
223 Minutes of the Annual Meeting shall be approved by the Board of Governors.

224
225 Notice of the time and place of every annual meeting of members shall be provided to each
226 Active member of the Bar or published in an official Bar publication at least 30 days prior
227 to the meeting.

228
229 (b) **Special Meetings, Minutes and Required Notice.** Special meetings of the members of
230 the Bar may be called by the Board of Governors or the President. The Secretary shall call
231 a special meeting whenever they have received a petition signed by not less than three
232 percent of the Active members of the Bar requesting such meeting. Such petition shall
233 specify the purpose of the meeting, and the meeting shall be convened accordingly as
234 promptly as possible and not later than 30 days after the Secretary receives such petition.
235 The census of the Bar's Active members shall be determined as of the first business day of
236 the calendar year in which the petition is submitted.

237
238 Minutes of any special meeting shall be approved by the Board of Governors.

239
240 The Board of Governors or the President shall fix the time and place of every special
241 meeting, make suitable arrangements therefor, and cause the Secretary to give notice
242 thereof to the members. Such meetings shall be limited to the purpose set forth in the notice.
243 Special meetings shall be held in-person, or electronically, or both, as prescribed by the

244 Board of Governors, provided all attendees can contemporaneously communicate with
245 each other during the meeting.

246
247 Notice of the time, place and purpose of every special meeting of members shall be
248 provided to each Active member of the Bar or published in an official publication of the
249 District of Columbia Bar at least 10 days prior to the meeting.

250
251 (c) **Quorum and Vote.** One hundred Active members present at any annual or special meeting
252 of the membership shall constitute a quorum. No member shall be entitled to be represented
253 by proxy. Only Active members in attendance at the time a vote is taken, in person or
254 electronically, at an annual or special meeting of the membership may participate in any
255 vote taken at that meeting. Action by a majority of the members present and voting shall
256 constitute action by the membership.

257
258 **Article IV**
259 **Board of Governors**
260

261 **Section 4.01. Composition.** The Bar’s Board of Governors (BOG or Board) shall consist of no
262 more than 23 members as follows:

263 (a) Twenty Active D.C. Bar members, including the Officers, the Immediate Past-President,
264 and the Treasurer-Elect, all of whom shall be voting members; and

265
266 (b) Three non-voting members, who shall not have been admitted to practice law in any
267 jurisdiction.

268 **Section 4.02. Term.** All voting and non-voting members of the Board shall serve a three-year
269 term or until their successors take office as prescribed in these Bylaws. The term of all Board
270 members shall begin at the start of the fiscal year. Board members may not be elected to and may
271 not serve more than two consecutive three-year terms.

272 **Section 4.03. Duties.** The Board shall have general charge of the affairs and activities of the Bar.
273 It shall have the authority:

- 274 (a) To evaluate whether the needs of the organization’s members are being met;
275 (b) To develop a long-range strategic plan for the organization and measure its progress;
276 (c) To request, receive, consider and take action on reports and recommendations;
277 (d) To ensure the organization accurately reports its finances, approve the annual budget,
278 monitor the organization’s financial condition, and review the outside audit;
279 (e) To fix the time and place of the annual meeting of members of the Bar;

- 280 (f) To arrange for publication of an official Bar bulletin or journal;
- 281 (g) To conduct investigations of matters affecting the Bar;
- 282 (h) To authorize, when appropriate, public statements on major issues of public interest or
- 283 concern, or of major importance to Bar members;
- 284 (i) To adopt Bylaws and regulations, not inconsistent with the Rules, for the orderly
- 285 administration of the Bar's affairs and activities; and
- 286 (j) To appoint, actively support, and work in partnership with the Chief Executive Officer,
- 287 providing information and clear direction and evaluating the Chief Executive Officer's
- 288 performance in carrying out the board's directives and goals to best serve the
- 289 membership and the public.

290
291 **Section 4.04. Vacancies.** In the event of a vacancy of a voting member of the Board and
292 excluding the President, President-Elect, Treasurer, and Treasurer-Elect, the voting Board
293 member's position shall be filled by the Board candidate receiving the next highest number of
294 votes in the most recent regular annual election, subject to Board approval. In the event the Board
295 does not approve, or such candidate is unable to serve, the position shall be filled by the candidate
296 receiving the next highest number of votes in order, down to the candidate receiving the lowest
297 number of votes, subject to Board approval. If this process still results in a vacancy, or in the event
298 of a vacancy of a non-voting member of the Board, the President, in consultation with the Chief
299 Executive Officer and Chair of the Committee on Nominations, shall appoint an individual to fill
300 that position, subject to Board approval.

301 **Section 4.05. Meetings.**

302 (a) **Regular Meetings.**

303 The Board of Governors shall hold up to eight regular meetings per fiscal year. The dates and
304 locations of the Board's regular meetings shall be announced by the Board no later than June 30 of
305 the prior fiscal year. The Board may with good cause change the date and location of any regularly
306 scheduled meeting without required notice to the Bar membership.

307
308 Reasonable written notice of the time, place, and if applicable, technology platform of such
309 meetings, shall be provided to all members of the Board, required Committee Chairs, the Office
310 of Disciplinary Counsel, Board on Professional Responsibility, and to the presidents of the
311 voluntary bar associations who shall be invited to attend all meetings of the Board.

312
313 Any transactional business that is within the power of the Board may be conducted during a regular
314 meeting whether specified in the meeting notice or not provided two-thirds of the voting members
315 of the Board present and voting approve the addition of the unspecified matter to the agenda.

316

317 (b) **Special Meetings.**

318 In addition to regular meetings, a special meeting may be called by the President, the Executive
319 Committee, or five voting members of the Board. Reasonable written notice of the time, place,
320 and if applicable, technology platform of such meetings, as well as subjects to be covered, shall be
321 provided to all members of the Board and all required parties.

322

323 Any transactional business that is within the power of the Board may be conducted during a special
324 meeting whether specified in the meeting notice or not provided two-thirds of the voting members
325 of the Board present and voting approve the addition of the unspecified matter to the agenda.

326

327 (c) **Electronic Meetings.**

328 Board meetings may be held in person or electronically, as long as all attendees can simultaneously
329 hear each other and participate during the meeting. The President, the Board of Governors, or the
330 Executive Committee shall determine whether to hold a meeting electronically.

331

332 (d) **Electronic attendance at meetings.**

333 Board members may, subject to the President's discretion, participate in an in-person meeting
334 electronically or other means by which all attendees can simultaneously hear each other and
335 participate during the meeting.

336

337 **Section 4.06. Quorum.** A majority of the voting members of the Board shall constitute a
338 quorum.

339 **Section 4.07. Voting.** There shall be no proxy voting allowed. Voting members of the Board
340 must be in attendance, in person or electronically, at the meeting at the time a vote is taken for
341 their vote to count. Action by a majority of the members present and voting shall constitute action
342 by the Board. All votes shall be recorded in writing by the Secretary.

343

344 **Section 4.08. Action in Lieu of a Meeting.** The Board may take an official action in between
345 regular meetings when the President, the Board of Governors, or the Executive Committee
346 determines that such an action is necessary prior to the next regular meeting, and also determines
347 that calling a special meeting is either not feasible or unnecessary.

348

349 The proposed action in lieu of a meeting shall be presented to the Board in writing and a time limit
350 for voting specified. Voting shall take place as prescribed in such writing.

351

352 **Section 4.09. Executive Committee.**

353 (a) **Members.** The Executive Committee shall consist of the President, the President-Elect,
354 the Immediate Past President, and four additional Board members annually appointed
355 by the President and approved by the Board of Governors.

356
357 (b) **Meetings.** The Executive Committee shall meet at the call of the President, or upon call of
358 the Secretary upon written application of three members of the Committee, upon one
359 day's notice. Five members shall constitute a quorum. Action by a majority of the
360 members present and voting at a meeting shall constitute action by the Committee.
361 Members may, subject to the President's discretion, participate in an in-person meeting
362 electronically or other means by which all attendees can simultaneously hear each other
363 and participate during the meeting. The President shall preside over the meetings of the
364 Executive Committee.

365
366 (c) **Minutes of Meetings.** Minutes of each meeting of the Executive Committee shall be
367 taken and distributed to the members of the Board of Governors within a reasonable
368 period following such meeting. Minutes of the Committee shall be part of the permanent
369 records of the Board of Governors.

370
371 (d) **Powers, Duties, and Exceptions.** The Executive Committee may exercise all the
372 powers and perform all the duties of the Board of Governors between meetings of the
373 Board, but only to the extent that action taken is not contrary to the instructions of the
374 Board of Governors. The Executive Committee shall perform such duties as the Board of
375 Governors may from time to time prescribe.

376
377 The Executive Committee shall not amend the Bylaws, make rules or regulations
378 governing nominations or elections, or initiate the taking of any referendum or poll of
379 members of the Bar.

380

381 **Article V**
382 **Officers of the Bar**

383
384 **Section 5.01. Officers.** The officers of the Bar shall be a President, a President-Elect, a Secretary,
385 and a Treasurer.

386
387 **Section 5.02. Qualifications.** Only Active members of the Bar shall serve as officers of the Bar.

388

389 **Section 5.03. Appointment of Secretary.** The President, at the beginning of the fiscal year, shall
390 appoint a voting member of the Board of Governors to serve as a Secretary, subject to the approval
391 of the Board.

392
393 **Section 5.04. Terms.** The officers shall serve for one year or until their successors are appointed
394 or elected, and their term of office shall begin at the start of the fiscal year; provided however that
395 the Secretary shall serve no more than three consecutive years in that office.

396
397 **Section 5.05. Duties.** The officers shall perform the following duties in addition to any other
398 duties that may be prescribed under the authority of these Bylaws, other governing documents,
399 and by the parliamentary authority adopted by the Bar. Officers may assign certain administrative
400 duties of their office to be carried out by the Chief Executive Officer or their designee. Officers
401 shall receive no compensation for their services.

402 (a) The President shall preside at all meetings of the Bar and of the Board of Governors, shall
403 be an ex-officio member of all committees unless otherwise provided in these Bylaws, and
404 shall remain on the Board as the Immediate Past President for the fiscal year following
405 their year of service as President.

406
407 (b) The President-Elect shall perform the duties of the President during any absence or
408 temporary disability of the President, be an ex-officio member of all committees unless
409 otherwise provided in these Bylaws and succeed to the office of President at the start of the
410 fiscal year following their year as President-Elect.

411
412 (c) The Secretary shall be the legal custodian of the records of the Bar and take the minutes
413 of the proceedings of the meetings of the Bar and of the Board.

414
415 (d) The Treasurer shall keep correct and complete records of account showing accurately at all
416 times the financial condition of the Bar; furnish, at meetings of the Board, or whenever
417 requested, a statement of the financial condition of the Bar; and be the legal custodian of
418 all moneys, notes, securities, and other valuables that may from time to time come into the
419 possession of the Bar. The Treasurer shall also work with the Treasurer-Elect to help
420 prepare them for their year as Treasurer. The Treasurer shall remain on the Board as an at-
421 large member for the fiscal year following their year of service as Treasurer.

422
423 **Section 5.06. Vacancies.**

424 (a) **President and President-Elect.**
425 If a vacancy occurs in the office of the President, the President-Elect shall succeed to the office of
426 the President and serve the remainder of the term of the President and, subsequently, the
427 presidential term for which the President-Elect was elected.

428 If a vacancy occurs in the office of the President-Elect, the Board shall elect one of its voting
429 members to assume the duties of President-Elect for the remainder of the term. In the event of
430 such vacancy, at the next Bar election, there shall be an election for the offices of President-Elect
431 and President.

432

433 (b) **Treasurer and Treasurer-Elect.**

434 If a vacancy occurs in the office of the Treasurer, the Treasurer-Elect shall succeed to the office of
435 the Treasurer and serve the remainder of the term of the Treasurer and, subsequently, the Treasurer
436 term for which the Treasurer-Elect was elected.

437

438 If a vacancy occurs in the office of the Treasurer-Elect, the Board shall elect one of its voting
439 members to assume the duties of Treasurer-Elect for the remainder of the term. In the event of
440 such vacancy, at the next Bar election, there shall be an election for the offices of Treasurer-Elect
441 and Treasurer.

442

443 (c) **Secretary.**

444 If a vacancy occurs in the office of the Secretary, the President shall appoint a voting member of
445 the Board of Governors to fill the vacancy, subject to the approval of the Board.

446

447 **Section 5.07. Other.** The President and President-Elect shall serve as Delegates to the House of
448 Delegates of the American Bar Association. At the close of the President's term, the President
449 shall continue in their office of President only to fulfill their service as Delegate if so required by
450 the American Bar Association until the close of the ABA Annual Meeting in that calendar year.
451 In the event that the President or President-Elect is unable to attend a meeting of the House of
452 Delegates or is serving as a Delegate by reason of another election or appointment, the President
453 shall, subject to Board approval, appoint an active member of the Bar to fill the vacancy.

454

455

Article VI

456

Nominations and Elections

457

458 **Section 6.01. Nominations Committee.** The President, with the approval of the Board, shall
459 appoint a Nominations Committee for a one-year term. The Nominations Committee shall consist
460 of eight Active members of the Bar who are not members of the Board and the Immediate Past
461 President who shall serve as an ex officio member. The President and President-Elect shall not
462 serve as members of the Nominations Committee. Active members appointed by the Board shall
463 serve on the Nominations Committee for no more than two consecutive terms. Members having
464 served on the Nominations Committee in a fiscal year shall not be eligible to be nominated for any
465 position on the ballot for the election in that same fiscal year.

466 **Section 6.02. Duties of the Nominations Committee.** The Nominations Committee shall
467 prepare a list of eligible candidates for voting positions on the Board of Governors, to be elected
468 by eligible D.C. Bar members. The Nominations Committee shall deliver its slate of candidates
469 to the Secretary in accordance with a schedule determined by the Board or the Executive
470 Committee. The Nominations Committee shall also deliver a list of eligible candidates for the
471 three non-voting positions of the Board of Governors to be elected by the Board.

472
473 (a) **President-Elect:** The Nominations Committee shall nominate at least two but no more
474 than three Active D.C. Bar members for the office of President-Elect.

475
476 (b) **Treasurer-Elect:** The Nominations Committee shall nominate at least two but no more
477 than three Active D.C. Bar members for the seat of Treasurer-Elect.

478
479 (c) **Board of Governors:** The Nominations Committee shall nominate at least two but no more
480 than three Active D.C. Bar members for each Board vacancy to be filled in the subsequent
481 election.

482
483 (d) **American Bar Association (ABA) Delegates:** The Nominations Committee shall
484 nominate at least one more nominee than the total number of vacancies to be filled but not
485 more than two eligible D.C. Bar members for each vacancy as delegates to the American
486 Bar Association to be filled at the ensuing election. This is separate from the two ABA
487 Delegate positions filled by the President and President-Elect of the Bar.

488
489 Additionally, the Nominations Committee shall nominate at least two but no more than
490 three eligible D.C. Bar members, to comply with ABA delegate requirements for one
491 elected delegate to be admitted to practice in their first bar within the past five years, or
492 who must be less than 36 years old at the beginning of their term. Eligible nominees shall
493 be separately slotted on the ballot and shall run against each other for one delegate position.

494
495 **Section 6.03. Nominations by Petition.** Except for the offices of the President and the President-
496 Elect, nominations may be made by a written petition that has been signed by at least one-half
497 of one percent (0.5%) of the Active members of the Bar, based on the census of the Bar as of the
498 first business day of the calendar year in which the petition is submitted. Nominating petitions
499 shall be filed with the Secretary no later than 14 calendar days after the announcement of
500 nominations. Such petitions shall be submitted on the official form provided by the Bar and in
501 accordance with procedures established by the Board of Governors. At a minimum, nominating
502 petitions must contain legible handwritten eligible member signatures accompanied by the
503 member's license number.

504

505 **Section 6.04. Notifying Bar Members of Nominations.** The Secretary shall, no later than five
506 business days after receiving the slate from the Nominations Committee, announce the list of the
507 nominations for the ensuing election.

508

509 **Section 6.05. Voting.** Voting shall be by secret ballot. Ballots shall contain the names of all
510 nominees, in random order, for the respective positions.

511

512 **Section 6.06. Voting Eligibility.** Eligible voters shall include all Active members in good
513 standing as of the close of business on the second Monday in April.

514

515 **Section 6.07. Election Returns and Results.** The President shall be present when the voting
516 results are received and shall certify the voting results. The President shall preside over challenges
517 made to the elections process and may exercise the discretion to elevate any such challenge to the
518 Board whose decision shall be final.

519

520 The candidates receiving the highest number of votes for their respective offices shall be declared
521 duly elected. The certified voting results shall be published by the Bar on its website.

522

523

Article VII

524

Committees

525 **Section 7.01. General.** The Board may form standing committees and may delegate to such
526 committees any of its powers, except the power to (a) elect or remove Board members or Board
527 committee members; (b) approve the dissolution, merger or reorganization of the Bar or its
528 affiliated entities, or distribution of the Bar's assets or that of its affiliated entities; (c) amend the
529 Bylaws; or (d) any such other matters as the Board may determine by a majority vote of the voting
530 members of the Board. Any committee to which powers of the Board are delegated shall consist
531 solely of members of the Board.

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533 The Board may also form special committees that shall not have powers of the Board but shall
534 report to and advise the Board of Governors.

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536 Unless otherwise provided in a particular committee's Board-approved governance document, a
537 quorum of any committee shall be a majority of the members of the committee. Action of any
538 committee shall be by majority vote of the members of the committee present and voting. The
539 composition of all committees, as well as the duties and terms shall be subject to Board approval.
540 Committee members shall serve at the pleasure of the Board.

541

542 **Section 7.02. Standing Board Committees.** The Standing Board Committees shall include the
543 Audit Committee, Budget Committee, and Finance Committee.

544
545 (a) The Audit Committee shall provide independent oversight of the Bar’s financial reporting,
546 internal controls and audit functions; and in so doing, shall have the authority to retain and
547 discharge independent auditors to perform an annual audit and present their findings and
548 recommendations to the Board. The Immediate Past President and Treasurer shall not serve
549 on the Audit Committee.

550
551 (b) The Budget Committee shall oversee the preparation of an annual proposed budget which
552 it recommends to the Board for approval. The President-Elect shall serve as the Chair of
553 the Budget Committee.

554
555 (c) The Finance Committee shall oversee the Bar’s financial matters by monitoring, reviewing
556 and reporting on the Bar’s financial and investment operations. The Finance Committee
557 shall select the Bar’s investment advisors and determine whether to take action on the
558 advisors’ recommendations. The Immediate Past President shall serve as the Chair of the
559 Finance Committee.

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561 **Section 7.03. Other Bar Committees.** The Board shall also establish other committees it deems
562 appropriate and necessary.

563 **Article VIII**

564 **Chief Executive Officer**

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566 **Section 8.01. Chief Executive Officer.** The Chief Executive Officer (“CEO”) shall be appointed
567 by and serve at the pleasure of the Board. The CEO shall have general and active control over the
568 Bar’s operations and personnel, be responsible for the administration of the Bar’s finances, and
569 perform other duties incident to a chief executive officer of an organization that are not inconsistent
570 with applicable law, the Rules, or these Bylaws.

571 **Article IX**

572 **Parliamentary Authority**

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574 **Section 9.01. Parliamentary Authority.** The rules contained in the latest edition of *Robert’s*
575 *Rules of Order Newly Revised* shall govern the Bar in all cases to which they are applicable and in
576 which they are not inconsistent with the Rules, these Bylaws, the Membership Manual, or any
577 special rules of order of the Board.

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Article X Amendments

Section 10.01. Amendments. These Bylaws may be amended at any regular or special meeting of the Board by a two-thirds vote of the members of the Board of Governors present and voting, provided that notice of the amendment has been submitted in writing to the Board with the agenda of the meeting.

Article XI Indemnification

Section 11.01. Mandatory Indemnification.

(a) The 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 Community, 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 Advisory Service 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 Disciplinary Counsel and the Board on Professional Responsibility) under the following circumstances:

- (1) where they have been successful on the merits or otherwise in defense of any such action, suit or proceeding, and
- (2) where they have 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 upon its

617 determination that indemnification is appropriate. The Board shall make that
618 determination and authorization by a majority vote of a quorum consisting of
619 disinterested members. The Board shall have the right, as a condition of granting
620 indemnification, to approve in advance the choice of counsel as well as any settlement
621 by the person requesting indemnification. The Board shall not unreasonably withhold
622 its approval.

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624 **Section 11.02. Advancing Expenses.**

625 When an action covered by Section 11.01 above is pending or threatened, the District of Columbia
626 Bar shall advance expenses (including reasonable attorney's fees) incurred by a person eligible for
627 indemnification, upon (a) such terms and conditions as the Board, by a majority vote of a quorum
628 of disinterested members, deems appropriate and (b) receipt of a promise by such person to repay
629 such advances if it shall ultimately be determined that he or she is not entitled to be indemnified
630 by the Bar as authorized under this Article.

631

632 **Section 11.03. Non-Exclusivity of Indemnification Under Article XI.**

633 The indemnification provided by this Article shall not be deemed exclusive of any other rights to
634 which any person seeking indemnification may be entitled under any Bylaw, agreement, vote of
635 the Board or members of the Bar, or otherwise.

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637 **Section 11.04. Insurance.**

638 The District of Columbia Bar may purchase and maintain insurance on behalf of any person who
639 is or was an officer of the Bar, a member of the Board of Governors, an elected or appointed
640 official of a Community, a member of a Committee of the Bar, a member of the Board on
641 Professional Responsibility or its hearing committees or a monitor appointed either by the Court
642 or the Board on Professional Responsibility, a practice monitor appointed by the Practice
643 Management Advisory Service pursuant to a diversion agreement encompassed by Rule XI of
644 the Rules Governing the District of Columbia Bar, a member of or an arbitrator appointed by
645 the Attorney/Client Arbitration Board, a trustee of the Clients' Security Fund, a paid employee
646 of the Bar (including an employee of the Office of Disciplinary Counsel, the Board on
647 Professional Responsibility, and the D.C. Bar Pro Bono Center) against any liability asserted
648 against them and incurred by them in any such capacity or arising out of their status as such.

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Article XII

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Other Topics

652 **12.01. Fiscal Year.** The Fiscal Year of the D.C. Bar shall begin on July 1st and end on June 30th
653 of the following calendar year.

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655 **PROVISOS to the D.C. BAR PROPOSED BYLAWS REVISION**
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657

658 *Provided*, That this revision shall become effective on July 1, 2022.
659

660 *Provided*, That during fiscal year 2022-23, the Nominations Committee shall nominate at least two
661 but no more than three Active D.C. Bar members for (a) the office of Treasurer and (b) the seat of
662 Treasurer-Elect for service during fiscal year 2023-24.
663

664 *Provided*, That during fiscal year 2023-23, there shall be an election for both the office of Treasurer
665 and the seat of Treasurer-Elect for service during fiscal year 2023-24. The winner of the election
666 for Treasurer shall serve a two-year term as follows (i) as Treasurer in their first year and (ii) as a
667 non-voting member of the Board in their second year.
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669 The winner of the election for Treasurer-Elect shall serve a three-year term as follows: (i) as
670 Treasurer-Elect in their first year; (ii) as Treasurer in their second year; and (iii) as a member of
671 the Board in their third year.
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678 **Approved by the Board of Governors on April 12, 2022.**