

## BYLAWS OF THE WASHTENAW COUNTY BAR ASSOCIATION, INC.

### SECTION I: PURPOSES OF THE ASSOCIATION

- 1.1 To provide a nonprofit organization through which individual members may associate and represent the interests of the Washtenaw County Bar and the legal profession.
- 1.2 To promote improvements in the administration of justice and advancements in jurisprudence, to improve relations between the legal profession and the public, and to promote the interests of the legal profession in Washtenaw County, the State of Michigan, and the United State of America.
- 1.3 To promote collegiality, civility and professionalism among lawyers who practice before the courts in Washtenaw County, Michigan.
- 1.4 To promote impartiality and fairness and a sensitivity to issues involving racial/ethnic, gender, and age diversity in the administration of justice, in the delivery of legal services, and among lawyers in Washtenaw County.
- 1.5 To promote meaningful access to legal representation for all persons regardless of their economic or social condition.

### SECTION II: NONDISCRIMINATION POLICIES

The following are basic policies of the Association:

- 2.1 The Association shall not discriminate on the basis of gender, race, religion, disability, age, sexual orientation, or national origin.
- 2.2 The Association shall promote full and equal participation in its leadership, programs and activities by all lawyers, including women and minorities.

### SECTION III: MEMBERSHIP

- 3.1 **Classes of Members.** There shall be regular, associate and life members.
- 3.2 **Requirements for Regular Membership.** The requirements for regular membership are:
  - a. Compliance with both (i) and (ii) as follows:
    - (i) Active or inactive membership in the State Bar of Michigan;  
plus
    - (ii) Payment of Association dues as required by Section IV.
  - b. If a regular member does not reside in, have a principal place of business in, or appear regularly before courts located in, Washtenaw County, then such regular member may not serve on the Board of Directors of the Association and may not serve as a chair of a section or committee.
- 3.3 **Requirements for Associate Membership.** The requirements for associate membership are:
  - a. Legal Assistant or Paralegal. Any person, qualified through education, training, or work experience, who is employed or retained by a lawyer, law firm, corporation or governmental agency as a paralegal or legal assistant, or is employed in a capacity which involves the performance of legal services under the direction and supervision of any attorney;  

or
  - b. Law Student. Any person who is enrolled in an accredited law school and maintains the standards set

forth by such law school, or a graduate of any law school who has not yet been admitted to practice in any state or federal district, but who has applied for and has taken the Michigan Bar examination at the first opportunity;

or

c. Paralegal Student. Any person who is enrolled in an accredited paralegal program and maintains the standards set forth by such program;

plus

d. Resides, attends school, or is employed in Washtenaw County;

and

e. Pays association dues as required by Section IV.

3.4 **Associate Members.** Associate members shall not be eligible to vote nor to serve on the Board of Directors of the Association and shall not be eligible for the various insurance plans available to regular members but shall otherwise enjoy all privileges of membership except those restricted to regular members. Associate members may belong to any committee or section but cannot be a chair of a section or committee.

3.5 **Suspension.** Members who fail to maintain the requirements set forth in 3.2 and 3.3 shall be suspended upon written notification by the Bar Association Treasurer.

3.6 **Life Members.** The WCBA Board of Directors shall have the discretion to award a life membership to any attorney who (1) has been practicing for at least 40 years or has attained the age of 68; (2) has been a dues paying member of the WCBA for at least the most recent 10 consecutive years; and (3) is no longer actively practicing law on more than a 50% basis. Life Members shall have all the rights and privileges of regular members but shall be assessed no dues. Alternatively, the Board may consider an exception for a member who does not meet all of the above criteria.

#### SECTION IV: DUES

4.1 **Requirement to Pay Dues.** The annual dues shall be paid by members in amounts and at times as may be determined by the Board of Directors. Members must be notified by publication in the official publication of the Association, via electronic communication, or by other written notice, of any proposed dues change thirty days prior to the Board meeting at which such action shall be taken.

4.2 **Due Date for Dues.** Annual dues shall be due on July 1 of each year and payable within 30 days thereafter.

4.3 **Reduced Rate for New Lawyers.** The initial membership dues for those applying for membership within the first year after admission to the State Bar of Michigan shall be one-half the lowest amount charged regular members of the Association. This reduction of dues shall apply only for the first year, or remaining portion of the first fiscal year, of membership in the Association.

4.4 **Notification for Nonpayment of Dues.** The Treasurer shall forthwith notify members who have failed to pay dues within 60 days of the due date that they are automatically suspended from membership in the Association, and said members shall not be entitled thereafter to receive notices of meetings or other Association benefits until all unpaid dues shall be paid in full.

4.5 **Forgiveness of Dues by the Board of Directors.** The Board of Directors may waive dues or cancel unpaid dues, in whole or in part, for good cause, and such cancellation shall relieve the member from suspension.

#### SECTION V: MEETINGS

5.1 **Meetings Required to be Held.** The annual meeting shall be held in April or May of each year, in addition to which there shall be at least four membership meetings each calendar year to be held at such times and places as determined by the Board of Directors. The Board of Directors shall meet on a monthly basis from

September through May of each year at such times and places as determined in accordance with Paragraph 8.4.

5.2 **Special Meetings.** Special meetings of the membership may be called by the President and shall be called by the Secretary upon a request in writing or via electronic communication by any three members of the Board of Directors or by any ten active members. Special meetings of the Board of Directors may be called by the President and shall be called by the Secretary on request in writing or via electronic communication by any two members of the Board of Directors.

5.3 **Notice of Meetings.**

a. **Notice of Membership Meetings.** The Secretary, or the President in his or her absence, shall give notice of all membership meetings by giving at least a three-day notice by mail, telephone, publication in the official publication of the Association, via electronic communication, or by other written notice, stating the time and place of the regular meetings; provided, however, that if a special membership meeting is called, a written five-day notice shall be mailed or sent via electronic communication to each member setting forth the time, place and object of said meeting; provided further, only those items set forth in the notice shall be acted upon at special meetings.

b. **Notice of Meetings of Board of Directors.** Notice of the regular meetings of the Board of Directors shall be published in the first issue for the fiscal year of the official publication of the Association, sent via direct mail or via electronic communication, setting the dates and places for all such meetings for the balance of the fiscal year. Notice of any change in said schedule shall be published in a similar manner. Notice of special meetings of the Board of Directors shall be given by the President and/or Secretary at least 24 hours in advance of such meetings in writing or by personal contact to all members of the Board setting forth the time, place and all matters to be acted upon, and only those items included in such notice shall be acted upon at the special meeting.

5.4 **Quorums.** At all membership meetings, a quorum shall consist of 10 percent of the voting membership. At all meetings of the Board of Directors, 50 percent of the Board shall constitute a quorum.

5.5 **Conduct of Meetings.** Robert's Rules of Order shall govern the proceedings of membership, committee and Board meetings.

5.6 **Meetings for the Purpose of Elections.** The annual meetings of this Association for the election of officers shall be held in April or May of each year.

5.7 **Exceptions Due to Coronavirus Pandemic 2020.**

a. The Board of Directors has the discretion not to hold a 2020 Annual Meeting. The election of Officers and Directors which would normally be held at the Annual Meeting in April 2020 will be conducted via a membership vote by electronic communication in which a minimum of 10% of the membership vote. The elected Officers and Directors will be sworn in before July 1, 2020. Other elements of the Annual Meeting, including but not limited to presentation of the Liberty Bell Award, may be combined with the 2020 Bench-Bar Conference at such time as that event occurs, or at another time or event in the discretion of the Board of Directors.

b. The requirement in section 5.1 that at least four membership meetings be held each calendar year is suspended for the 2019-2020 calendar year (through June 30, 2020) due to the State of Michigan's stay-in-place emergency order.

c. In the event that the State of Michigan's emergency order is lifted before June 30, 2020, the Board of Directors has the discretion to decide whether to hold a membership meeting prior to that date.

d. In the event that the State of Michigan's stay-in-place emergency order or other Coronavirus Pandemic related orders are in effect and impact the Association's ability to conduct business as usual under the Bylaws in the 2020-2021 calendar year, the Board of Directors may reasonably modify and interpret the

- Bylaws' meetings and election requirements without the necessity of another amendment. Reasonable advance notice and opportunity to be heard must be provided to the membership.
- e. The intent of this section 5.7 is to allow the Board of Directors, the Executive Director, and the Association to adapt and respond to the ever changing conditions imposed by the Coronavirus Pandemic with the goal of continuing to serve the membership and the mission of the Association as well as possible.

## SECTION VI: ELECTIONS

- 6.1 **Officers and Board Members to be Elected.** The President Elect, Vice President, Treasurer and Secretary, and six Directors at Large of the Board of Directors shall be elected at the Annual Meeting by a plurality of the voting members present. At the time of the election of the first President Elect in May of 1993 only, the President shall also be elected in the same manner as those officers and Board Members stated above. For each year thereafter, the President Elect shall succeed to the office of President without election.
- 6.2 **Installation.** The newly elected Officers and Directors at Large shall commence duties on July 1st of each year and shall be publicly installed at the Annual Meeting.
- 6.3 **Terms of Office.** The Officers and Directors at Large shall be elected annually and shall hold office through June 30 of the year of their term and/or until their successors are elected and qualified. No Board member may serve more than three consecutive terms in the same office, and the President and Vice President shall not succeed themselves in the same office.
- 6.4 **Nominating Committee.** At least 60 days prior to the Annual Meeting, it shall be the duty of the Past President to call a meeting of the Nominating Committee, a standing committee, which shall consist of three to five active regular members who are not members of the Board of Directors, chosen by the Past President with the consent of the Board of Directors, together with the President and the Past President who is then serving on the Board pursuant to Paragraph 8.2. At least ten days prior to the first Committee meeting, a notice shall be published in the official publication of the Association, sent by direct mail or via electronic communication to the members, setting forth the names of the Nominating Committee and informing members that they may submit to the Committee names to be considered for nomination. Said committee shall nominate candidates for each office to be elected at the annual meeting. The Committee shall promote diversity in leadership pursuant to Paragraphs 2.1 and 2.2. The Secretary shall notify each voting member of the nominations at least 30 days prior to the annual meeting by causing the nominations to be published in the official publication of the Association, sent by direct mail or via electronic communication to the members. Other nominations may be made from the floor at the membership meeting occurring the month before the Annual Meeting. No other nominations shall be made.
- 6.5 **Vacancies.** The Board of Directors by a majority vote of the remaining members shall have power to fill by appointment any vacancy which may for any reason occur among the Officers or Directors at Large of the Board of Directors.

## SECTION VII: DUTIES OF THE OFFICERS

- 7.1 **President.** The President, and in the President's absence, the President Elect, shall preside at all membership and Board of Directors meetings. The President shall be the chief executive officer of the Association. Upon taking office or within thirty days thereafter, the President shall appoint all standing committee chairpersons, except the President(s) of the New Lawyers Section, and the chair of the Nominating Committee, who shall be the Past President, provided such appointed chairpersons shall take office subject to the approval of the Board. The President shall appoint chairpersons for any ad hoc committees as may be desired from time to time. All such ad hoc committee chairpersons shall serve at the pleasure of the Board of Directors. The President shall also serve on the Executive Committee.
- 7.2 **President Elect.** The President Elect shall be the person to assume the office of President at the conclusion of the President's term of office. The President Elect shall assist the President by coordinating the leadership

transitions of and issues associated with the Association's sections and committees. The President Elect shall also have such additional powers and perform such additional duties as shall be assigned by the Board of Directors. The President Elect shall also serve on the Executive Committee.

- 7.3 **Vice President.** The Vice President shall have such duties as assigned by the President. The Vice President shall be responsible for programs at membership meetings. The Vice President shall also serve on the Executive Committee.
- 7.4 **Treasurer.** The Treasurer shall assist the Executive Director in performing the duties described in this subparagraph 7.4 and shall share responsibility for completion of these duties with the Executive Director. The Treasurer shall be responsible for the collection of all monies and dues and shall deposit the same in a financial institution or other depositories approved by the Board. The Treasurer shall be authorized to make the usual disbursements in the ordinary course of business, but on any extraordinary expense, the Board shall approve the same before payment. All disbursements shall be made by check. The Treasurer shall keep proper books and accounts and shall perform such other duties as the Board may assign. The Treasurer shall keep a list of the members and shall report to the Board any changes therein periodically or upon request. The Treasurer shall be responsible for the accuracy of the membership list and shall provide the publisher of the organization publication with current membership lists. The Treasurer shall also serve on the Executive Committee.
- 7.5 **Secretary.** The Secretary shall assist the Executive Director in performing the duties described in this subparagraph 7.5 and shall share the responsibility for completion of these duties with the Executive Director. The Secretary shall attend all meetings of the Board of Directors and of the membership and keep written Minutes and a correct record of their proceedings. The Secretary shall conduct the correspondence, give all notices, and perform such other duties as shall be required by the Board. In the absence of the Secretary, the presiding officer shall appoint an acting Secretary. The Secretary shall also serve on the Executive Committee.

## **SECTION VIII: BOARD OF DIRECTORS**

- 8.1 **Board of Directors.** The Board of Directors shall exercise such powers and controls as are usually exercised by governing boards and between meetings of the Association shall have control of its affairs with powers to act on its behalf.
- 8.2 **Membership of the Board.** The Board of Directors shall consist of the Officers elected at the Annual Meeting together with the President who succeeds automatically to office from the position of President Elect, the Chairpersons of the Judiciary and the Community Liaison Committees, plus the most current past President of the Association who is willing and able to serve, the President(s) of the New Lawyers Section, and the six Directors at Large elected at the Annual Meeting, all of whom shall be voting members of the Board. All members of the Board shall be members in good standing of the Association. The Executive Committee shall be comprised of the President, President Elect, Vice President, Treasurer, and Secretary.
- 8.3 **Executive Committee.** The Executive Committee shall provide support and guidance to the Executive Director in discussing proposed topics for meetings of the Board of Directors, developing Board meeting agendas, and bringing relevant issues to the Executive Director for discussion and possible addition to Board meeting agendas.
- 8.4 **Terms of Office.** The term of office shall be for one (1) year, commencing July 1, or until successors are elected and qualified.
- 8.5 **Meetings.** At the first meeting of each new Board of Directors, a schedule of nine monthly meetings shall be established. Notice of the schedule shall be published pursuant to Paragraph 5.3(b). Special meetings may be called by the President or by any two (2) Board members on 24-hour notice pursuant to Paragraph 5.2.

## **SECTION IX: EXECUTIVE DIRECTOR**

- 9.1 **Function.** The administrative business of the Association shall be carried on by an Executive Director employed by the Association. The Executive Director shall be supervised by the President, subject to the direction of the Board of Directors.
- 9.2 **Responsibilities.** In addition to carrying out other duties as may be assigned by the President or the Board of Directors, the Executive Director shall coordinate the programs and policies of the Board, represent the Association where appropriate to do so in matters of public relations, and report to the Board of Directors at its meetings as to the activities of the Association.
- 9.3 **Limitation of Authority.** The Executive Director shall not contractually bind the Association without authorization of the Board of Directors.
- 9.4 **The Role of the Board.** The duties, responsibilities, salaries and benefits of the Executive Director shall be from time to time determined by the Board of Directors.

#### **Section X: STANDING COMMITTEES**

- 10.1 **Appointment and Removal of Committee Chairpersons.** Upon taking office or within thirty days thereafter, the President shall appoint committee chairpersons to those committees which have vacancies in that year, provided such appointed chairpersons shall take office subject to the approval of the Board. The chairpersons of all committees shall serve for a one year term. The chairpersons may also resign or be removed by the Board during said term. Committee chairpersons may serve an additional term or partial term subject to individual approval by the Board of Directors. The Board of Directors, by a majority of the full Board exclusive of any committee chairperson as to whom the Board is voting, may suspend the chairperson of a committee for a period of time ending at the next scheduled meeting of the general membership, at which time the removal of that chairperson from such office shall be voted on by the general membership. Removal from office, and the Board of Directors, shall take effect immediately upon the approval of such chairperson's removal by a majority of the voting membership present at that meeting.
- 10.2 **Limits of Authority.** A chairperson may not speak on behalf of the Association without the prior approval of the Board of Directors.
- 10.3 **Membership of Committees.** The chairperson(s) of each committee shall select the membership of that committee, subject to the approval of the Board of Directors.
- 10.4 **Standing Committees.** The standing committees of the Association shall be as follows:
- a. **Judiciary Committee.** The purpose of this committee is to serve as liaison between the Association and the District, Circuit and Probate Courts of the county.
  - b. **Community Liaison Committee.** The purpose of this committee is to promote better public understanding and appreciation of the law--and at the same time work toward creating greater respect for members of the Bar.
  - c. **New Lawyers Section.** See Section XII.
  - d. **Race, Gender and Ethnic Bias Awareness Committee.** The purpose of this committee is to address all forms of invidious bias and discrimination within the bar, the courts and related legal arenas.
  - e. **Nominating Committee.** The purpose of this committee shall be to nominate candidates for each office to be elected at the Annual Meeting as set forth in Section 6.4 of these Bylaws.
  - f. **Membership Committee.** The purpose of this committee is to explore, recommend and implement

ways to increase membership in the Association, to encourage membership by women and minority group lawyers, and to increase membership benefits for members of the Association.

- g. **Library Committee.** The purpose of this committee is to recommend acquisitions for the County Law Library and to explore potential resources for support of the library to supplement the statutory amount provided by the county.
- h. **Lawyer Referral and Information Service (LRIS) Committee.** The purpose of this committee is to establish policies and procedures for the operation of the LRIS.
- i. **Res Ipsa Loquitur Editorial Advisory Committee.** The purpose of this committee is to recommend editorial guidelines for the bimonthly magazine of the Association.
- j. **Public Service and Pro Bono Committee.** The purposes of this committee are:
  - (i) To work with Legal Services of South Central Michigan and other non-profit legal services providers to coordinate pro bono and low fee referrals; and
  - (ii) To coordinate and execute community service activities for the Association's members. The committee shall also assist the Board of Directors in identifying new opportunities for public service by the Association's members.
- k. **Foundation Committee.** The purpose of this committee is to facilitate the growth and use of the Association's Foundation through identifying and effecting fundraisers and through identifying appropriate recipients of the Foundation's funds. This committee shall also assist the Executive Director in communicating with the Foundation's financial managers and periodically reporting on the Foundation's activities to the Board of Directors.

10.5 **Creation and Removal of Standing Committees.** From time to time, the Executive Director or the Executive Committee may propose, and the Board of Directors may decide, to create new standing committees as the need for said committees is identified. Likewise, the Executive Director or the Executive Committee may propose, and the Board of Directors may decide, to eliminate existing standing committees as the purpose of said committees becomes obsolete. Said creation or elimination of standing committees must be approved by the Board of Directors.

## SECTION XI: SECTIONS

- 11.1 **Purpose.** The Association shall sponsor one or more sections on substantive areas of law. The purpose of the sections shall be to provide a means for members who practice in or are interested in those areas of substantive law to further their education in that area of the law and interact with other members of the Association with similar areas of practice.
- 11.2 **Membership.** Membership in a section shall be open to all members of the Association in good standing. Dues for membership in sections shall be determined by the Board of Directors of the Association and shall be billed with the annual general membership dues.
- 11.3 **Election of Chairperson(s).** Each section shall have a chairperson(s) who shall be elected annually by a plurality of the section members voting. The chairperson(s) shall serve a term of one year, commencing on July 1st of the year for which elected. If the chairperson(s) for the succeeding year has (have) not been elected by May 15th, the President shall appoint the chairperson(s), subject to the approval of the Board. The chairperson(s) shall serve until resignation, removal by a vote of the majority of the Board of Directors present and voting at a Board meeting (after opportunity for the chairperson to be heard), or qualification of a successor. No member may serve as chairperson of a section more than four consecutive years.

- 11.4 **Duties of Chairperson(s).** The chairperson(s) shall be responsible for informing the Executive Director of all meeting dates, locations, and speakers at least two months in advance of the scheduled meeting date to enable the Executive Director to provide written notice of the meeting to the section members.

Each section's chairperson(s) shall endeavor to ensure that women and minority group lawyers are fairly represented as speakers at the meetings.

On or before May 15th of each year, each section's chairperson(s) shall report to the Board for publication in the official publication of the Association a summary of its activities for the preceding year, which shall include the names of all speakers and their topics of presentation, and a numerical breakdown of the women and minority group speakers, together with any recommendations as to further action which may be appropriate to improve diversity.

- 11.5 **Meetings.** Each section shall meet not less than four (4) times per year. Each section is encouraged to sponsor an annual CLE seminar but is not required to do so.

## SECTION XII: NEW LAWYERS SECTION

- 12.1 **Purpose.** The purpose of the New Lawyers Section is to sponsor and present activities of interest and value to new lawyers of Washtenaw County and such other objectives as may be adopted by the Section.

- 12.2 **Membership.** The following individuals shall be members of the New Lawyers Section:

- a. Every attorney who is a member in good standing of the State Bar of Michigan, resides or engages in the practice of law in Washtenaw County and has practiced law for a period of less than ten full years.
- b. Every law student who is an associate member of the Association pursuant to Section 3.3(b).

- 12.3 **Officers and Bylaws.** The Section may elect its own officers and adopt bylaws containing a statement of its objectives and purposes, which shall not conflict with Association bylaws. Bylaws of the New Lawyers Section must be approved by the WCBA Board of Directors. All officers shall be WCBA members. The President(s) of the section is (are) a member(s) of the WCBA Board of Directors.

- 12.4 **Section Activities.** The activities of the Section may be funded by the Association upon approval of the Board of Directors. A financial report of the activities of the Section shall be submitted annually to the membership of the Section and to the Board of Directors of the Association.

- 12.5 **Annual Report to Board.** The New Lawyers Section shall report in the official publication of the Association, as often as that official publication is published, a summary of its activities for the preceding period of time including any speakers and presentations that occurred. The New Lawyers Section shall promote full and equal participation in its leadership, programs, and activities by all lawyers, including women and minorities.

- 12.6 **Failure to Elect Officers.** In any year in which the New Lawyers Section (NLS), pursuant to their bylaws, fails to elect a Board of Directors for the section, the President of the Washtenaw County Bar Association shall appoint the President(s). The President(s) shall have thirty days to form a board consisting of at least a Vice President, Secretary and Treasurer for the New Lawyers Section. If the President(s) is (are) unable to fulfill this task, the WCBA President shall appoint a Vice President, Secretary and Treasurer for the New Lawyers Section and may, at his/her discretion appoint the additional NLS board members, subject to the approval of the WCBA Board of Directors. In a situation in which the WCBA President has chosen to appoint only the NLS officers, it shall be the responsibility of the new NLS officers to appoint the additional members of the NLS Board of Directors. In the event that the WCBA President invokes this provision, all officers appointed shall take office immediately and continue in office until June of the following WCBA fiscal year. It shall be the intent of this provision that no officers so appointed shall serve less than one calendar year.



### **SECTION XIII: INDEMNIFICATION**

Every director, employee or officer and his or her personal representative shall be indemnified by the Association against any costs, expenses, and attorney's fees incurred in connection with any claim or legal action against him or her as an officer, employee, or director or the Association. No officer, employee, or director shall be indemnified if he or she is determined by the Board of Directors to have been derelict in the performance of his or her duties with respect to the claim for which indemnification is being sought. A determination by the Board of Directors shall be made by a majority of the Board members who were not parties to any claim or legal action, even if those voting are less than a quorum. This right of indemnification is non-exclusive of other rights as may be entitled as a matter of law or as may be lawfully granted.

### **SECTION XIV: DISSOLUTION OF ASSOCIATION**

Upon dissolution of the Association, all assets, real and personal, shall revert to the county government, to be used for purposes consistent with the objectives of the Association.

### **SECTION XV: AMENDMENTS**

These bylaws may be amended in one of the following ways:

- a. At any meeting or event of the Association where a minimum of 10% of the membership are present, by majority vote, provided that written notice of the proposed amendments shall be provided to all members by publication in the Association's official publication the month prior to such meeting, in writing by mail, or via electronic communication thirty days prior to such meeting; or
- b. By online survey in which a minimum of 10% of the membership participate, by majority vote approving the proposed amendment(s).

Amended:

5/27/82  
9/22/88  
6/20/91  
5/20/93  
5/27/99  
5/25/06 (Section XII)  
3/19/09 (Section 3.6)  
2/11/10 (Section 12.2)  
5/2/14  
3/15/19  
4/13/20 (Section 5.7)  
2/11/22 (Judicial Polling previously Section XIII)

NOTE: Amendments or revisions to bylaws must be provided to the State Bar of Michigan and may be sent to the Local Bar Liaison.