

AMENDED AND RESTATED

Delaware State

Bar Association

**B Y L A W S**

As amended through March 12, 2007

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## ARTICLE I

### Name and Purposes and Objects

#### ARTICLE I.1 Name

. The name of the corporation is the Delaware State Bar Association (the "Association").

#### ARTICLE I.2 Purposes and Objects

. The purposes and objects of the Association include the following: the advancement of the science of jurisprudence, securing proper statutory reforms, preserving proper standards for members of the Bar, maintenance of honor and dignity in the profession, upholding principles of legal ethics and professional responsibility, cultivation of fraternal relationship among the Bench and Bar of Delaware, perpetuation of legal history and all such other and proper purposes and objects as befit the practice of law and the proper public perception of the profession. In addition, it is the responsibility of the Association to speak on behalf of the courts and to preserve their honor, integrity, high standards and proper remuneration.

## ARTICLE II

### Members

#### ARTICLE II.1 Categories of Membership

. Any member in good standing of the Bar of the Supreme Court of Delaware (the "Delaware Bar") or the bar of another state, the District of Columbia, any

territory of the United States, or any other country may become a member of the Association upon payment of the applicable dues except that no dues are required of any new admittee to the Delaware Bar through June 30 following such admission. The categories of membership and the qualifications therefor are as follows:

(a) Active Members - Members of the Delaware Bar who are resident in this state or engaged in this state in the active practice of law (whether in private, government or corporation practice) or judicial service. Every person newly admitted to the Delaware Bar shall thereby become a member of the Association, except those explicitly declining membership.

(b) Inactive Members - Members of the Delaware Bar who have retired from the active practice of law and who have filed a certificate of retirement with the Supreme Court.

(c) Judicial Nonvoting Members - Judges, Masters, and Commissioners in any Court in the State of Delaware or any United States Court who are members of the Delaware Bar, and who, by written notice to the Association, elect to become nonvoting members of the Association.

(d) Honorary Members - Distinguished lawyers or judges not otherwise eligible to be members of the Association who are specially elected to such status by the Executive Committee.

(e) Student Members - Upon application sponsored by either an Active Member or a Judicial Nonvoting Member of the Association, law students who are resident in this state and regularly enrolled in any law school approved by the American Bar Association ("ABA") or nonresident students regularly enrolled in any ABA-approved law school located in this state.

(f) Associate Members - Upon application sponsored by either an Active Member or a Judicial Nonvoting Member of the Association and approved by the Executive Committee, a member in good standing of the bar of another state, the District of Columbia, any territory of the United States, or any other country may become an Associate Member.

#### ARTICLE II.2 Dues

. The annual dues of the Association and the annual dues of each Section of the Association shall be payable by the first day of each fiscal year. The amount of the annual dues of the Association for each category of membership and the amount of the annual dues for each Section of the Association shall be determined from time to time by the Executive Committee, except that newly admitted members of the Delaware Bar shall be exempt from the payment of dues for the balance of the fiscal year in which they are admitted. The Executive Committee is empowered to add a finance charge or penalty for late payment of dues thirty (30) days after the mailing or delivery of the dues statement. A member shall not have any rights as a member of the Association during any period of time in which any dues remain outstanding. The Executive Committee shall have the

power to suspend the collection or excuse the payment of dues of any member where the Executive Committee in its discretion deems such suspension or nonpayment of dues to be warranted.

#### ARTICLE II.3 Books and Records of the Association

. Any member of the Association shall have the right to inspect the books and records of the Association for a purpose reasonably related to the person's status as a member of the Association.

### ARTICLE III

#### Meetings of Members

##### ARTICLE III.1 Annual Meeting

. The annual meeting of the Association shall be held at such time during the months of April, May or June of each year and at such place as the Executive Committee may select.

##### ARTICLE III.2 Regular Meetings

. The Executive Committee may from time to time schedule regular meetings of the Association.

##### ARTICLE III.3 Special Meetings

. Special meetings of the Association may be called by the President or the Executive Committee at any time for any proper purpose. Special meetings shall be

called by the Secretary upon the request in writing of not less than fifty (50) members of the Association, in which event such request shall specify the purpose, time, and place of the meeting. The business of a special meeting shall be confined to the matters set forth in the notice of the meeting.

#### ARTICLE III.4 Quorum

. At all meetings of the Association, those members present in person or by proxy shall constitute a quorum for the transaction of business.

#### ARTICLE III.5 Notice

. At least five days notice of the date, time and place of any meeting shall be given by letter or in a publication mailed or delivered to the last known address of each member or by telecopy or by electronic communication to a number or address provided by the member for such purpose. If mailed, notice is deemed given when deposited in the United States mail, postage prepaid.

#### ARTICLE III.6 Voting

. All members of the Association on the date of the giving of notice of a meeting, other than Non-Voting Judicial Members, Honorary Members, Associate Members and Student Members, are entitled to vote on all matters. Honorary Members, Associate Members and Student Members shall have a voice at meetings of the Association but shall not be entitled to vote on any matters. Honorary Members,

Associate Members and Student Members may become nonvoting members of any Committee or Section of the Association.

#### ARTICLE III.7 Order of Business

. At the annual meeting, the order of business, unless otherwise directed by a majority of members voting, shall be as established by the President and the Executive Committee and may include the following:

- (a) reading of the minutes of the preceding meeting;
- (b) report of the President;
- (c) nomination and election of officers and members of the Executive Committee;
- (d) unfinished business; and
- (e) new business.
- (f) At any other regular or special meeting of the Association, the order of business shall be determined by the presiding officer, unless otherwise directed by the majority of the members voting.

#### ARTICLE III.8 Rules of Meeting

. Uncontested elections and other matters to be decided at the meeting shall be by voice vote. Voting on any office in which, pursuant to Section 6.16(f) hereof,

nominations have been made in addition to those made by the Committee on Nominations, shall be by written ballot. In such cases, ballots or proxies as to the contested offices only shall be distributed by the Secretary by letter or in a publication mailed or delivered to the last known address of each member entitled to vote, or by telecopy or by electronic communication to a number or address provided by the member for such purpose, at least fourteen (14) days prior to the meeting at which the election is to be held. The Secretary shall count the ballots and the results shall be announced at the meeting.

#### ARTICLE III.9 Proxies

. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or his/her duly authorized attorney-in-fact. No proxy will be valid after three (3) years from the date of its execution, unless otherwise provided in the proxy.

#### ARTICLE IV

##### Executive Committee

#### ARTICLE IV.1 Duties

. The business and affairs of the Association shall be managed and directed by an Executive Committee. The duties of the Executive Committee shall include but shall not be limited to the following:

- (a) Approval of the annual budget pursuant to Section 10.4;

- (b) Supervision of the disbursements of the funds of the Association;
- (c) Audit of the account of the Association; and
- (d) Such other powers as may be conferred on it by these By-laws or by a vote of the Association.

ARTICLE IV.2 Composition

. The Executive Committee shall consist of the following twenty-five (25) persons:

- (a) The ten (10) officers of the Association to be elected as provided in Section 5.1;
- (b) Six members-at-large to be elected by the members of the Association at the time of the election of officers;
- (c) A member of the judiciary, a member of the Association who is not an officer and who shall serve as Assistant to the President, a member of the Association who is not an officer and shall serve as Special Assistant for Legislative Matters to the President, and five other members of the Association to be members-at-large, all of whom to be appointed by the President-Elect prior to July 1 of the applicable fiscal year; and
- (d) The Immediate Past President.

All members of the Executive Committee shall serve terms of one year or until their successors are elected or appointed except for the Assistant to the President and the Special Assistant for Legislative Matters to the President who shall serve at the pleasure of the President.

#### ARTICLE IV.3 Quorum and Notice

. The Executive Committee shall meet at the call of the President or of four (4) members of the Executive Committee. A quorum of twelve (12) members shall be sufficient to conduct the business of the Executive Committee. Notice (oral or in writing, by hard copy or by telecopy or electronic communication) of the date and the place of a meeting of the Executive Committee and the business to be transacted shall be delivered no less than three (3) days in advance of the meeting, provided that the President or four (4) members of the Executive Committee may call an emergency meeting by giving such notice of the time, place, and purpose of the meeting as they deem appropriate under the circumstances. Notice may be waived in writing or by attendance at a meeting for any purpose other than objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not properly called.

#### ARTICLE IV.4 Telephone Meetings

. Members of the Executive Committee may participate in a meeting of the Executive Committee by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each

other, and participation in such a meeting shall constitute presence in person at such a meeting.

#### ARTICLE IV.5 Association Books and Records

. Any member of the Executive Committee shall have the right to inspect the books and records of the Association.

#### ARTICLE IV.6 Vacancies

. Vacancies on the Executive Committee, other than vacancies in an office of the Association which are addressed in Section 5.8, may be filled as follows:

(a) Any vacancy in a position of a member-at-large elected by the Association as provided in Section 4.2(b), arising through death, resignation, discontinuance of membership in the Association, incapacity or disqualification for any reason, or by reason of an increase in the number of elected members-at-large on the Executive Committee due to an amendment of these By-laws, may be filled for the balance of the term by a member of the Association in good standing chosen by a majority of the remaining members of the Executive Committee then in office. Promptly following the occurrence of any such vacancy, the Executive Committee shall provide notice to members of the Association of the vacancy and may invite members of the Association to apply for the vacant position. The Executive Committee may consider any member of the Association in good standing.

(b) Any vacancy in a position of a member-at-large or the Assistant to the President or the Special Assisant for Legislative Matters appointed by the President-Elect on the Executive Committee as provided in Section 4.2(c) arising through death, resignation, discontinuance of membership in the Association, incapacity or disqualification for any reason, or by reason of an increase in the number of appointed members-at-large on the Executive Committee due to an amendment of these By-laws, may be filled for the balance of the term by a member of the Association in good standing chosen by the President. The President may consider any member of the Association in good standing.

## ARTICLE V

### Officers

#### ARTICLE V.1 Officers

. The officers of the Association shall be the President, President-Elect, four Vice Presidents, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer. Two of the Vice Presidents, a Vice President-Kent County and a Vice President-Sussex County, shall be the persons selected by, respectively, the Kent County Bar Association and the Sussex County Bar Association, who shall hold such offices for the period of time determined by the respective County Bar Association and communicated to the Nominating Committee and the Executive Committee by January 15 of each year with respect to the fiscal year beginning on the following July 1. The other officers shall be elected at the annual meeting of Members for a one-year term commencing on July 1 of each year. No two or more of the offices shall be held by the same person. One of the

elected Vice Presidents shall be the Vice President-at-Large. The remaining elected Vice President shall have a professional office in New Castle County and shall be referred to as the Vice President – New Castle County. Employees of the Association shall be available to assist the Officers in carrying out their duties.

ARTICLE V.2 President. The President shall be the Chief Executive Officer of the Association. The duties of

the President are to preside at all meetings of the Association, to have general and active management of the business of the Association, including such general duties and powers of supervision and management usually vested in the office of the chief executive officer of a Delaware corporation, to have all other orders and resolutions of the Association and the Executive Committee implemented, and to execute all contracts and agreements authorized by the Association or the Executive Committee. The President shall be, ex officio, a member of all Standing and Special Committees and Sections of the Association.

ARTICLE V.3 President-Elect

. The President-Elect shall succeed to the office of President upon the expiration of the President's term and shall act as President if the President is deceased, absent or unable to act. The President-Elect shall assist in the preparation of the annual budget as required by Section 10.4. The President-Elect shall be, ex officio, a member of all Standing and Special Committees and Sections. Effective July 1, 2004, the President Elect shall serve as Chair of the Committee on Continuing Legal Education.

#### ARTICLE V.4 Vice Presidents

. The Vice Presidents shall have such duties and powers as shall be assigned by the President or the Executive Committee. The Vice President-at-Large shall succeed to the office of President-Elect upon the expiration of the President-Elect's term and shall act as President-Elect if the President-Elect is deceased, absent or unable to act. If the President and the President-Elect are absent or unable to act, the Vice President-at-Large shall act in their place. If the Vice President-at-Large is absent or unable to act, the Executive Committee shall designate one of the other Vice Presidents for that purpose. Effective July 1, 2004, the Vice President at Large shall serve as the Vice Chair of the Committee on Continuing Legal Education.

#### ARTICLE V.5 Secretary

. The Secretary shall maintain the files, keep a record of the proceedings of the Association, keep an accurate roll of the officers and members, issue notices of all meetings and other activities, conduct the correspondence of the Association, and perform such other duties as may be required by the President or the Executive Committee. The Assistant Secretary shall act as Secretary if the Secretary is absent or unable to act and shall perform such other duties as may be required by the President or the Executive Committee.

#### ARTICLE V.6 Treasurer

. The Treasurer shall collect funds, keep careful and regular books of account and expend moneys of the Association in accordance with the proper accounting practices and directives of the Executive Committee. The Treasurer shall report and exhibit at the annual meetings, if so directed by the President or the Executive Committee, detailed statements of the moneys received and expended, the amounts due to and by the Association, and an estimate of the resources and expenditures for the ensuing year. The Treasurer shall assist in the preparation of the annual budget as required by Section 10.4 and shall propose a level of dues to the Executive Committee. The Assistant Treasurer shall act as Treasurer if the Treasurer is absent or unable to act.

#### ARTICLE V.7 Terms of Office

. The President-Elect shall serve as such for one year, at the end of which term, the President-Elect shall automatically become President of the Association. All other officers of the Association shall be elected to serve for one year and until their successors are chosen. The one-year term of office of the officers shall commence July 1st and end June 30th of the following year. In the event successors to the respective officers have not been elected and qualified by July 1st of each year, incumbent officers shall hold over until their successors have been elected and qualified.

#### ARTICLE V.8 Vacancies

. Vacancies in an office of the Association shall be filled by the Executive Committee for the balance of the term. However, in the event that the office of President becomes vacant, the President-Elect shall become President for the balance of the term

and then succeed to the office pursuant to Section 5.3. If the President-Elect is unable or unwilling to serve as President, the Vice President-at-Large shall become President for the balance of the term. If neither the President-Elect nor the Vice President-at-Large is willing or able to serve as President, the Executive Committee shall appoint a member of the Association to fill the office of President.

ARTICLE V.9 Assistant to the President

. The Assistant to the President shall perform such duties as the President from time to time shall require.

ARTICLE V.10 Special Assistant for Legislative Matters

. The Special Assistant for Legislative Matters shall assist the President with such duties relating to the legislative affairs and matters of the Association as the President from time to time shall require.

ARTICLE VI

Committees

ARTICLE VI.1 Committees

. The committees of the Association shall consist of Standing Committees and Special Committees.

ARTICLE VI.2 Standing Committees

. The following shall be the Standing Committees unless dissolved or modified by the Executive Committee:

- (a) The Committee on General Legislation;
- (b) The Committee on the Administration of Justice;
- (c) The Committee on Judicial Appointments;
- (d) The Committee on Judicial Compensation, Tenure and Retirement;
- (e) The Committee on Fee Disputes;
- (f) The Committee on Medical-Legal and Dental-Legal Relations;
- (g) The Committee on Professional Ethics;
- (h) The Committee on Programs, Meetings and Conventions;
- (i) The Committee on Nominations;
- (j) Reserved;
- (k) The Committee on Law and the Elderly;
- (l) The Committee on Lawyer Referral Services;
- (m) The Committee on Continuing Legal Education;

- (n) The Committee on Responses to Public Comment;
- (o) The Committee on Finance;
- (p) The Committee on Long Range Planning;
- (q) The Committee on Diversity in the Legal Profession;
- (r) The Committee on Bar History;
- (s) The Committee on Professional Guidance;
- (t) The Committee on Lawyers Assistance;
- (u) Reserved;
- (v) The Committee on Community Service and Public

Information;

- (w) The Committee on the Provision of Legal Services to Low

Income People;

- (x) The Committee on Awards;
- (y) The Committee on Member Benefits and Services;
- (z) The Committee on Bylaws and Governance;
- (aa) The Committee on Communications;
- (bb) The Committee on Technology; and

(cc) Such other Standing Committees as the Executive Committee shall create from time to time.

#### ARTICLE VI.3 Special Committees

. Special Committees may be established and appointed by the President from time to time. Special Committees shall continue unless dissolved or modified by the President.

#### ARTICLE VI.4 Rules and Procedures

. All Standing and Special Committees may adopt such rules and procedures as they see fit, provided such rules and procedures are not in contravention of these by-laws. One-fifth (1/5) of the members of such Standing and Special Committees (or such higher number as the committee shall determine) shall constitute a quorum for the transaction of business.

#### ARTICLE VI.5 Membership and Appointment of Standing Committees

. Unless otherwise specifically provided herein, Standing Committees shall consist of not less than five (5) members. The Chair or Co-Chairs and Vice Chair of each committee for the next fiscal year shall be appointed by the President-Elect by June 30th of each year and confirmed by the Executive Committee but may be removed by the President at any time. The other members of Standing Committees shall be appointed by the President. The offices of Chair or Co-Chairs and Vice Chair shall terminate on the 30th day of June of each year but each committee Chair shall continue to hold office until

successors are appointed and confirmed. Membership on committees, except as otherwise specifically provided herein, shall continue until such time as a member resigns from the committee or is removed from the committee by the Chair or by the President. Each committee Chair shall maintain a list of committee members and shall provide the Executive Director of the Association with this list by the 30th day of June of each year.

#### ARTICLE VI.6 Contractual Commitments and Expenditures of Funds

. Except as provided in this Section 6.6 or Section 7.4, or otherwise specifically authorized in writing by the Executive Committee, no Standing or Special Committee, and no Section of the Association, shall have any authority to expend funds, or to make any contracts in its own name or in the name of the Association. Except as otherwise specifically authorized in writing by the Executive Committee, any contracts entered into by the Association, any Section or any Committee must be signed by two persons who are either an officer or the Executive Director of the Association.

#### ARTICLE VI.7 Funds Available To Standing and Special Committees

. The Chair of each Standing and Special Committee shall submit to the Executive Committee, on a date to be set by the Treasurer, an estimate of funds required by such committee. Funds, as required, may be made available to the committees by the Treasurer.

#### ARTICLE VI.8 The Committee on Legislation and Legislative Relations

. The Committee on Legislation and Legislative Relations shall coordinate efforts to represent the interests of the Association before the General Assembly and carry out duties with respect to legislation and other matters of public policy as are assigned to it from time to time by the President or the Executive Committee.

ARTICLE VI.9 The Committee on the Administration of Justice

. The Committee on the Administration of Justice shall consider and report to the Executive Committee its recommendations to improve the administration of justice in the Courts of this state. The Committee shall cooperate with the Courts in formulating rules for the improvement of the administration of justice and shall confer with the Courts with respect to such matters as may be approved by the Executive Committee.

ARTICLE VI.10 The Committee on Judicial Appointments.

(a) Membership. The Committee on Judicial Appointments shall consist of twenty-two (22) members as follows. The President and President-Elect of the Bar Association shall serve as voting *ex-officio* members of the Committee, and the remaining twenty (20) members shall be appointed by the President, with at least five (5) from each County. The President shall designate the Chair or Chairs of the Committee and such Vice Chair or Vice Chairs as deemed appropriate. The quorum of the Committee for conducting business shall be at least eleven (11) members, provided further that at least two (2) members shall be present from the

County in which a judicial vacancy designated for such County is to be considered. The President and President-Elect may be considered for the purpose of determining whether there is a quorum of members present. Each member of the Committee must have had litigation experience before at least one of the courts of the State of Delaware included within the composition of the Judicial Conference as provided for in Rule 81(a) of the Rules of the Supreme Court of the State of Delaware. Appointment shall be made to the Committee so as to ensure the membership of the Committee will include litigators with experience in each court identified in Supreme Court Rule 81(a). Except as set forth in subparagraph (b) below, no member of the Committee shall be a member of any other committee, commission, or other body considering judicial appointments, provided, however, that nothing shall preclude the Chair of the Committee, or the designee described in subparagraph (b) below, from communicating with members of any such other body. The members of the Committee shall serve at the pleasure of the President.

(b) Designated Representative. The President, with the consent and approval of the Executive Committee, shall designate a member of the Committee to be the Bar Association's representative on the Judicial Nominating Commission (the "Commission"). The designee shall serve at the pleasure of the President. Within the Rules of the Commission, the designee shall keep the Chair of the Committee advised of all pertinent activities of the Commission in order to ensure that the Committee has sufficient opportunity to review and pass upon nominees for judicial appointment recommended by the Commission.

(c) Consideration of Nominees. Nominees shall be considered by the Committee as follows:

(1) Upon being notified by the designee that the Commission has made recommendations or at the request of the appointing authority to review a nomination for commissioner or master for the Superior Court, Family Court, or Court of Common Pleas ("Commissioners/Masters"), the Chair of the Committee shall, as soon as practicable, schedule a meeting of the Committee for the purpose of reviewing the nominees.

(2) At the meeting to consider nominees, the Committee shall review the information provided by the designee to the Commission which shall include a copy of each nominee's application to the Commission along with information obtained by the Commission concerning each nominee. At the meeting to consider nominees for the position of Commissioner/Master, the Committee shall review such information as is available as to each nominee.

(3) In its deliberations, the Committee shall be guided by, among other factors, the standards set forth in the Delaware Judge's Code of Judicial Conduct, the Handbook for Judicial Nominating Commissioners prepared by the Judicature Society, and the Guidelines for Reviewing Qualifications for Candidates for State Judicial Office prepared by the American Bar Association.

(4) The Committee will then pass upon each nominee, determining whether to "recommend" or "not recommend" each nominee for

judicial office. The Committee does not determine whether the nominee is qualified or not qualified for the judicial position. A sitting judge, seeking the same or another judicial position, shall be deemed to be "recommended" for the judicial position unless a two-thirds supermajority of those present at the meeting votes that the nominee is "not recommended."

(d) Communications and Confidentiality.

(1) As soon as possible, the designee shall communicate the Committee's decision in writing to the Chair of the Commission and communicate orally to the Commission only such other information concerning the Committee's decisions as the Committee shall deem appropriate. The Chair of the Committee shall communicate the Committee's decision as to the nominees for Commissioners/Masters in writing to the Governor or to such other body as is appropriate. The Chair of the Committee may also communicate orally only such other information concerning the Committee's decision as the Committee shall deem appropriate.

(2) In all cases, the Chair of the Committee shall submit in writing the recommendations and actions of the Committee regarding candidates or nominees for judicial office to the President of the Association, and to such other persons as the Executive Committee may direct or authorize.

(3) Except as expressly provided herein, all deliberations and actions of the Committee shall be confidential and should not be discussed

with anyone outside the Committee. Committee members shall refrain from making any statements that might be attributed to the Committee regarding any potential candidate or nominee for judicial office.

(e) Not Recommended Nominees. If the Governor appoints as a nominee a member of a court of the State of Delaware identified in Supreme Court Rule 81(a) or as a Commissioner and that nominee has received from the Committee a "not recommend," the Chair shall then convene a meeting of the Committee for the purpose of determining whether the Committee shall recommend to the Executive Committee that the Association advise the President Pro Tem of the Senate and the members of the committee(s) which review nominations for judicial vacancies that the Bar Association does not recommend a nominee. The Committee shall advise the Executive Committee of its recommendation and give the reasons supporting that recommendation.

(f) Other than as set forth in subparagraphs (d) and (e) above, the Executive Committee shall have the sole power of the Association to communicate decisions regarding candidates or nominees for judicial office and the Committee shall not communicate with anyone concerning its deliberations, decisions, and actions. The Committee shall have the exclusive power on behalf of the Association to review, consider, and recommend or not recommend candidates or nominees for judicial office.

ARTICLE VI.11 The Committee on Judicial Compensation, Tenure and Retirement

. The Committee on Judicial Compensation, Tenure and Retirement shall consider and report to the Executive Committee on matters relating to judicial compensation, tenure and retirement.

ARTICLE VI.12 The Committee on Fee Dispute Conciliation and Mediation

. The Committee on Fee Disputes shall resolve controversies referred to it which are between attorney and client and between attorneys who succeed each other in the representation of a client concerning the payment or receipt of attorneys fees. Participation in the mediation and arbitration process is voluntary on the part of both the attorney and client.

The Committee may mediate or arbitrate any matter concerning fees referred to it by attorney, client, court or disciplinary counsel subject to the voluntary participation of both attorney and client or attorney and attorney. However, the Committee may not consider those matters (a) subject to resolution by a court or administrative agency, (b) matters in which fees are fixed by law, or (c) matters involving a question of ethical misconduct which fall within the jurisdiction of the Board of Professional Responsibility of the Supreme Court.

ARTICLE VI.13 The Committee on Medical-Legal and Dental-Legal Relations

. The Committee on Medical-Legal and Dental-Legal Relations consisting of not less than eight (8) members, shall meet with its medical and dental counterparts to consider matters of common interest. The Committee shall recommend adoption of rules governing medical and dental malpractice screening procedure and shall work with doctors and dentists on the Code of Interprofessional Conduct governing relationships between doctors, dentists, and lawyers.

ARTICLE VI.14 The Committee on Professional Ethics

. The Committee on Professional Ethics shall:

(a) Propose to the Executive Committee for its review and adoption standards of ethics and conduct in the practice of the law and methods for effective enforcement thereof;

(b) Upon request, advise members of the Bar in respect to professional conduct of lawyers and ethics of the profession; and

(c) Be authorized, when consulted by any member of the Bar or by any officer or committee of the Association, to issue a Formal Opinion for publication concerning proper professional conduct, but these opinions shall not be given until considered by the Committee and approved by the majority of all members thereof.

ARTICLE VI.15 The Committee for Programs, Meetings, and Conventions

. The Committee for Programs, Meetings, and Conventions shall plan and carry out, under the direction of the Executive Committee, special meetings, programs, social activities, and special events of the Association.

ARTICLE VI.16 The Committee on Nominations.

(a) Composition and Continuity of the Committee. There shall be a Committee on Nominations, appointed by the President with the approval of the Executive Committee, to make nominations to the members of the Association for persons to serve on the Executive Committee who are to be elected by the members as provided in Section 5.1. The Committee shall be composed of members of the Association in good standing, consisting of not less than 21 members, and shall, in addition, have a Chair and a Vice-Chair, who shall be the two most recent past presidents of the Association, with the immediate past president serving as Vice-Chair. To the extent feasible, the President shall appoint lawyers who have been active participants in the work of the Association, including its Sections and Committees. In order to provide continuity in the nominating process, the members of the Committee shall be divided into classes with three-year staggered terms expiring annually on November 30, subject to the provision below relating to the filling of unexpired terms. Any member who has served a complete three year term shall not be eligible for reappointment for another term for a period of three years. Annual appointments to the Committee shall be made by the

President no later than October 15th of each year or such other date not later than December 15th which the Executive Committee may from year to year determine. The composition of the full Committee shall be announced to the members of the Association in a publication of the Association as soon thereafter as practicable. The President shall have the power to fill vacancies at any time subject to the approval of the Executive Committee. To the extent feasible, appointment should be made so that the distribution of lawyers on the Committee, excluding the Chair and Vice-Chair and in each class is equal in number and approximately correlates to the population distribution of the members practicing in each county. Members of the committee shall not be eligible for nomination to any elected office of the Association during their terms on the committee.

(b) Processes of the Committee. The names of the members, a list of the offices for which nominations are being sought, and a request for Association members to suggest potential nominees for those offices should be published in a letter or publication directed to the members on or before December 31st of the year preceding the year in which the nominations are to be made. Nominees shall be approved by a majority of the entire Committee and not by only a majority of those present at any particular meeting. Unless the Committee's decision on a slate of nominees at its first meeting is unanimous or nearly unanimous, the Committee should meet more than once, if feasible, before announcing its final slate. Unless otherwise decided by the Committee, the Committee's deliberations and the actual votes within the Committee for particular

nominees shall be confidential. Only those members present in person or by telephone may vote.

(c) **Criteria for Nomination.** The objective of the nominating process shall be to provide a slate for election by the members of the Association to the various offices of those lawyers who are among the best qualified leaders of the Association. The criteria for nomination should include the following: professional reputation and standing at the Bar; contributions over the years to the work of the Association and the Courts of Delaware; geographic balance, including an orderly rotation and distribution of offices among the three counties; gender and minority representation; type and size of practice; community service; and such other factors for fair representation and competency as the Committee deems appropriate.

(d) **Succession.** The Committee does not determine succession from one office to another, except that a person elected to the office of Vice President-at-Large automatically succeeds to the office of President-Elect and a person serving as President-Elect automatically succeeds to the office of President in the ensuing year. See Section 5.7 of these by-laws. No other nominations by the Committee or election by the membership will create a presumption that the person holding any office should succeed to any other or higher office.

(e) **Report of Committee on Nominations.** A report of the Committee shall be filed in writing with the Secretary of the Association on or before February 15 of each year. Such report shall thereafter be available for

inspection by any member of the Association and shall be published in an Association publication as soon as practicable after it has been filed with the Secretary.

(f) Other Nominations. Any ten members of the Association may nominate other members in good standing of the Association for any office for which nominations have been made by the committee by filing a signed written petition with the Secretary of the Association within ten days after the report of the Committee has been published. If a petition nominating other candidates be duly filed the Secretary shall publish notice, in an Association publication or by other reasonable means of notification, of the petition with the name(s) of the candidate (s) proposed so that the membership has notice of at least fourteen days prior to the election of the names of all candidates so nominated. There shall be no other nominations.

#### ARTICLE VI.17 The Committee on the Law and the Elderly

. The Committee shall undertake to educate and inform attorneys in the service of elderly clients and their families, make information available to the public regarding legal issues of concern to the elderly and their families, study proposed legislation affecting the elderly and make recommendations with respect thereto, consider other needs for legislation necessary to benefit the elderly, and cooperate with government and private organizations that serve the elderly.

#### ARTICLE VI.18 The Committee on Lawyer Referral Services

. The Committee on Lawyer Referral Services shall make recommendations to the Executive Committee concerning the Association's lawyer referral service program.

ARTICLE VI.19The Committee on Continuing Legal Education

. The Committee on Continuing Legal Education shall coordinate with the various Sections and committees of the Association to promote programs of continuing legal education for lawyers and shall make recommendations to the Executive Committee concerning continuing legal education.

ARTICLE VI.20The Committee on Responses to Public Comment

. The Committee shall be appointed by the President and will advise and consult with the President in identifying and framing responses to unwarranted criticisms of members of the judiciary and in preparing statements on behalf of the Association to that end.

ARTICLE VI.21The Committee on Finance

. The Committee on Finance shall consist of the President, President-Elect, Vice-President at Large, Treasurer and Assistant Treasurer of the Association as well as three individuals, who are not members of the Executive Committee. The Executive Director of the Association shall serve as an Ex-Officio member. The Committee shall review the annual budget and major planned expenditures, including

capital expenditures, and shall generally advise the Executive Committee regarding the financial affairs of the Association.

ARTICLE VI.22 The Committee on Long Range Planning

. The Committee on Long Range Planning shall consist of nine (9) members of the Association and shall examine the functions, practices, policies, procedures and structure of the Association and make recommendations for changes and improvements to the Executive Committee. Appointments shall be made for a term of three (3) years, except that those first made shall be for staggered terms of one (1), two (2), and three (3) years. No more than three (3) members shall be past Presidents of the Association.

ARTICLE VI.23 The Committee on Diversity in the Legal Profession

. The Committee on Diversity in the Legal Profession shall advise the Executive Committee on such matters as how to increase involvement and participation of minorities in the Delaware Bar.

ARTICLE VI.24 The Committee on Bar History

. The Committee on Bar History is authorized to collect, organize and preserve historical records of the Association; to publish, with approval of the Executive Committee, written and oral histories; and to assist in developing and coordinating observances, activities and programs for maintaining and advancing the traditions of the Bar.

ARTICLE VI.25The Committee on Professional Guidance

. This committee will provide peer counseling and support to lawyers overburdened by personal or practice related problems. It will offer help to lawyers who, during difficult times, may need assistance in meeting law practice demands. The members of this committee, individually or as a team, will help with the time and energy necessary to keep a law practice operating smoothly and to protect the clients. The Committee is not part of the disciplinary process. Communications with a member of the Committee are protected by attorney/client privilege. Because of The Committee on Professional Guidance's relationship with The Delaware Lawyers Assistance Program, The Committee on Professional Guidance shall be subject to additional rules and procedures. Any rules and procedures adopted by The Committee on Professional Guidance, or any amendments to existing rules and procedures, shall not be effective until approved by the Executive Committee.

ARTICLE VI.26The Committee on Lawyers Assistance

. This committee will consist of lawyers who individually or as a team provide confidential peer counseling to lawyers troubled by alcohol or drug abuse problems. The Committee is not part of the disciplinary process. Communications with a member of the Committee are protected by attorney/client privilege. Because of The Lawyers Assistance Committee's relationship with The Delaware Lawyers Assistance Program, The Lawyers Assistance Committee shall be subject to additional rules and procedures. Any rules and procedures adopted by The Lawyers Assistance Committee,

or any amendments to existing rules and procedures, shall not be effective until approved by the Executive Committee. In the absence of the adoption of rules and procedures governing leadership and succession of leadership, The Lawyers Assistance Committee shall be subject to the following rules. The Lawyers Assistance Committee shall have a Chair and a Vice-Chair. No person shall serve as Chair of The Lawyers Assistance Committee for a term of more than three (3) years. Any person who has served a three-year term as Chair shall not be eligible for reappointment for another three-year term as Chair for a period of six (6) years. If the Chair of The Lawyers Assistance Committee on Professional Guidance is unable or unwilling to serve as Chair at any time during such person's term, the Vice-Chair shall serve as Chair for the remainder of the then current term of the Chair. If no Vice-Chair of The Committee on Professional Guidance is able or willing to serve as Chair, the Executive Committee shall appoint a member of The Lawyers Assistance Committee to serve as Chair for the remainder of the then current term. Any Chair or Vice-Chair may be removed by the President at any time.

ARTICLE VI.27 The Committee on Community Service and Public Information

. The goal of this committee is to enhance the public's perception of attorneys and the administration of justice in Delaware. The members of the Committee shall strive to improve communication to the public of the laudable things Delaware attorneys do in practice and in private activities and improve, encourage and organize activities of the Association and individual attorneys in the areas of public and

community service and education to maintain and enhance public perception of attorneys and the system of justice in Delaware.

ARTICLE VI.28 The Committee on the Provision of Legal Services to  
Low Income People

. This committee will study, explore and work to maximize resources to provide legal services to those who are not able to afford them. It will endeavor to ensure effective coordination and cooperation between the major providers of legal services to the poor, including the Community Legal Aid Society, Delaware Volunteer Legal Services, Legal Services Corporation of Delaware, the Office of Child Advocate and the Pro Bono Representation in Family Court Committee.

ARTICLE VI.29 The Committee on Awards

. This Committee shall on an annual basis solicit, collect, examine, and deliberate on candidates and nominees for honors and awards that the Association has created or shall from time to time create. It will convey its recommendations in a timely manner to the Executive Committee, which shall make final selections.

ARTICLE VI.30 The Committee on Member Benefits and Services

. This Committee shall oversee and explore ways to enhance benefits and services for members of the Association.

ARTICLE VI.31 The Committee on Bylaws and Governance

. This Committee shall monitor the bylaws and operations of the Association to ensure that they are consistent and shall prepare amendments to the bylaws when approved by the Executive Committee. This Committee shall also advise the Executive Committee with respect to the bylaws and operations of the Sections.

#### ARTICLE VI.32 The Committee on Communications

. This Committee shall advise the Executive Committee with respect to all publications (e.g., InRe, the Bar Directory) and other communications of the Association both internally to members of the Association and externally to the public (e.g., the Association website and press releases) and shall work with the staff of the Association to implement the communications policies of the Executive Committee. The Chair of this Committee shall be a member of the Committee on Response to Public Comment. The Vice President at Large shall be a member of this Committee.

#### ARTICLE VI.33 The Committee on Technology

. This Committee shall advise the Executive Committee and the Sections of the Association on technology issues. This Committee shall include representatives from each of the Sections.”

### ARTICLE VII

#### Sections of the Association

#### ARTICLE VII.1 Establishment of Sections.

(a) The Executive Committee may establish a Section dedicated to an area of law not committed to any other Section or Committee. Every application for the establishment of a Section shall set forth:

(1) the area of law to which the proposed Section is to be dedicated;

(2) a statement of the need for the proposed Section;

(3) the proposed bylaws for the governance of such Section;

(4) the names of any Committees of the proposed Section;

(5) a list of voting members who have signified their intention to apply for membership in the proposed Section, including a minimum of twenty-five (25) names, or such other number as the Executive Committee may approve in its discretion on a case by case basis.

(b) Following the creation of a new Section by vote of the Executive Committee, the President of the Association shall establish a time, date and place of the first meeting of the new Section at which officers will be selected and appoint a temporary Chair of the meeting.

#### ARTICLE VII.2 Membership in Sections

. Any voting member of the Association shall be entitled to be a member of any Section upon payment of the Section dues. Any non-voting member of the Association shall be entitled to non-voting membership in any Section upon payment of the Section dues.

#### ARTICLE VII.3 Section Officers

. Each Section shall have one or more Chairs and such other elected officers and council as the Section by-laws may provide. The Chair, officers and council of any Section may be removed and/or replaced by a vote of two-thirds of all the members of the Executive Committee after reasonable notice to the members of the Section. In the event that the position of Chair of a Section becomes vacant during the Chair's term, the position shall be filled in accordance with the by-laws of the Section. If the by-laws have no provision governing such succession, the vice-Chair of the Section shall become Chair for the remainder of the term. If the Vice-Chair of the Section is unable or unwilling to serve as Chair, the Executive Committee shall appoint a member of the Section as Chair for the remainder of the term.

#### ARTICLE VII.4 Section Dues and Other Funds

. The members of each Section shall pay dues in such amount as the Section shall determine and the Executive Committee shall approve. Dues for all Sections shall be billed and collected by the Association office. Dues collected by the Association on behalf of a Section shall be made available to the Section for Section activities during the year for which they are collected without prior the need for written

approval of the Executive Committee. Upon application to, and written approval by, the Executive Committee, unused dues funds collected in any fiscal year may be carried forward to the Section's account for the following fiscal year or applied for some other purpose if approved in writing by the Executive Committee. Failure to obtain such approval by the Executive Committee will result in such unused dues funds becoming general funds of the Association. Sections and Committees may request funds from the Association that are in excess of dues funds otherwise afforded to a Section by application to the Executive Committee; provided, however, that any such appropriations shall be at the discretion of the Executive Committee which shall take into consideration, among other things, (1) the amount of income generated from dues of a Section, (2) the amount of funds generally available for disbursement to Sections and Committees in the annual budget of the Association, and (3) the amount of funds previously granted to a Section or Committee. Any activity of the Association, a Section or a Committee that involves raising cash funds by the Association, a Section or a Committee shall be subject to approval in writing of the Executive Committee. Such approval may include provisions with respect to the scope of the fund-raising activity; otherwise the Section shall have the use of any amount raised in connection with such fund-raising activity in any manner consistent with the Bylaws. Funds authorized in writing to be made available to a Section or Committee in accordance with these Bylaws shall be made so available reasonably promptly upon written request to an officer or the Executive Director of the Association.

ARTICLE VII.5 Annual Meetings, Election of Officers and Report

. Each Section shall call and hold an annual meeting by April 23rd of each year for the purpose of electing Section officers to take office on July 1st. By May 1 of each year, each Section shall submit to the President an annual report of the activities of the Section and shall report the names of the newly elected officers. Each Section shall submit any other reports as requested by the President.

#### ARTICLE VII.6Section By-laws

. No change in the by-laws of any Section shall be effective until approved by the Executive Committee.

#### ARTICLE VII.7Discontinuance of Sections

. Sections may be discontinued by vote of a majority of the members of the Section, or upon a vote of two-thirds of all the members of the Executive Committee, after reasonable notice to the members of such Section.

### ARTICLE VIII

#### Penalties

#### ARTICLE VIII.1Suspension, Expulsion

. Any member of the Association may be suspended or expelled for misconduct by a two-thirds (2/3rds) vote of all those present at any meeting of the Association provided that five (5) days notice has been given to the members of the Association of the proposed vote on the suspension or expulsion of the member or by a two-thirds (2/3rds) vote of all members of the Executive Committee.

ARTICLE VIII.2 Disbarment

. If any member of the Association is disbarred or suspended from the practice of law by the Supreme Court of the State of Delaware, such disbarment or suspension shall work a forfeiture of membership during the period of such disbarment or suspension.

ARTICLE IX

Amendments

ARTICLE IX.1 Amendments

. Amendments may be made to these by-laws by a majority vote of all members of the Executive Committee or a majority vote of those members of the Association present at any meeting of the Association; provided, however, that any change to Section 10.2(d) or this proviso of these by-laws by the Executive Committee shall require a vote of three-fourths of all members of the Executive Committee.

ARTICLE IX.2 Notice

. Notice of any amendment to the by-laws shall be sent as soon as feasible to all members of the Association by letter or publication mailed or delivered to the last known address of each member. The notice shall contain the text of the amendment or a brief description thereof, as the Executive Committee deems advisable.

ARTICLE X

Miscellaneous

ARTICLE X.1 Executive Director and Other Employees

. The Executive Committee may employ an Executive Director to work part-time or full-time and to receive such compensation as the Executive Committee shall from time to time determine. The Executive Director shall serve at the pleasure of the Executive Committee. The Executive Director shall assist in the preparation of the budget as required by Section 10.4 and shall perform such duties for the Association as are customarily performed by a person holding such position, subject however to the direction of the President. The President, with the concurrence of the Executive Committee, may, from time to time, authorize the Executive Director to hire one or more staff employees, who shall serve at the pleasure of the President.

ARTICLE X.2 Public Statements, Legislation & Public Policy.

(a) In General. Members of the Association are encouraged to propose legislation and to express their individual views publicly on proposed legislation and other matters of public policy, provided however that no such member shall represent that the proposal or expression is made on behalf of the Association except as provided in this Section.

(b) Who May Act For the Association. The Executive Committee of the Association, and Sections and Committees of the Association if acting within their areas of responsibility and authorized pursuant to subsection (d) hereof, may, on behalf of the Association, propose legislation or publicly express views on proposed legislation and other matters of public policy. Sections and

Committees may not propose legislation or express views publicly except as provided herein.

(c) Designation of Spokesperson. The President or in the President's absence, the President-Elect, shall determine the proper representative or representatives of the Association to express the Association's authorized recommendations and views.

(d) Executive Committee Action. Upon the request of any member of the Association, or any Section or Committee of the Association, the Executive Committee shall determine whether or not the Association shall recommend legislation or publicly express the Association's views on proposed legislation or other matters of public policy. In its deliberations on such matters, the Executive Committee shall consider all factors deemed relevant by its members but, in general, the Executive Committee shall not endorse or oppose legislation or public policy statements unless (1) the matter involves an issue about which lawyers are uniquely qualified to comment because of legal expertise or practical experience in the administration of the law or the judicial system; (2) the matter involves the practice of law and the legal profession or a significant direct economic impact on members of the Association; or (3) the matter involves an individual liberty. If a majority of the members of the Executive Committee present at a meeting determine that a proposed action recommending legislation or publicly expressing the Association's views will be divisive within the membership, then the Executive Committee shall not recommend the legislation or declare the

Association's support for the proposed action unless at least three-fourths of the members of the entire Executive Committee determine that there is an overriding need to support such proposed action. When convening the Executive Committee is impracticable, the President or, in the President's absence, the President-Elect may act in the place of the Committee but in so doing shall consider the same factors as are appropriate for Executive Committee consideration and shall report any action taken promptly to the Executive Committee.

(e) Action by Committees or Sections. In order to make a request to the Executive Committee pursuant to subsection (d), a Section or Committee must first obtain the approval of the Section or Committee at a duly called meeting with notice of the matter at issue (including a general summary of the proposal to be considered) through a vote of the majority of the members present. The request shall be made to the Executive Committee pursuant to procedures adopted by the Executive Committee which are designed to determine the extent of support or opposition for the proposal within the membership of the requesting Section or Committee, as well as within the membership of other Sections or Committees that the Executive Committee determines might be particularly affected by or interested in the matter. If upon the request of any Section or Committee pursuant to subsection (d), the Executive Committee declines to approve the request of the Section or Committee, the Section or Committee may nevertheless, on its own behalf (subject to the following proviso in this sentence), make such recommendation on legislation or publicly express its views on such

matters of public policy; provided (1) that such Section or Committee shall always include in any subsequent public written or oral comment on the matter the disclaimer that the position stated represents the views only of the particular Section or Committee and that the Association as a whole has not taken a position on the matter, and (2) that such Section or Committee provides advance written notice to the President, President-Elect and the Executive Director that the Section or Committee is taking public action. In any case when a Section or Committee makes a recommendation on legislation or the public expression of its views on a matter of public policy but the Executive Committee has determined to take no position, the Executive Committee shall take such action as it deems appropriate to minimize any confusion of the public with respect to the differing public positions of the Association as a whole and of the requesting Section or Committee.

(f) Amicus Curiae Participation.

(1) Court Request for Amicus Curiae Participation.

When the Association receives a request from any Court to participate in a legal proceeding as amicus curiae, the President or, in the President's absence, the President-Elect shall respond by timely referring the matter to the Chairperson(s) of the Committee(s) and Section(s) of the Association whose area of interest is affected by the matter. The Chairperson(s) of such Committee(s) and Section(s) shall timely respond, in writing if time permits, to the President or President-Elect regarding the Court's request by describing the issues involved, the potential interest of the Association, the general position of the Committee or Section, its

willingness to participate as amicus curiae and the name(s) of the member(s) who will perform the necessary work to participate. As soon as possible after receiving the Committee and Section response(s), the President or President-Elect shall present the information from such response(s) to the Executive Committee which, after consideration of all factors deemed significant by its members, shall decide on the general position to be taken by the Association and shall authorize a Committee or Section to prepare the amicus curiae papers, provided, however, that if the matter presented is sufficiently divisive within the Association, and there is no overriding need to take action, the Executive Committee may decline the invitation to participate in the legal proceeding.

In the event that a Committee or Section has expressed a desire to participate in response to a Court's invitation to participate as amicus curiae and the Executive Committee declines to authorize the Committee or Section to participate on behalf of the Association, then the Committee or Section may seek leave to participate on its own behalf, provided, however, that the Committee or Section shall expressly state that its view represents the Committee or Section only and does not have the approval of the Association as a whole.

(2) Committee or Section Initiative for Amicus Curiae Participation. When the Association receives a recommendation from the Chairperson of a Committee or Section that the Association seeks leave to participate in a legal proceeding as amicus curiae, the President or, in the President's absence, the President-Elect shall respond by timely referring the

matter to the Chairperson(s) of other Committee(s) and Section(s) of the Association whose area(s) of interest is affected by the matter. After providing an opportunity for other Committee(s) or Section(s) to respond, the President or President-Elect shall timely present the information from such response(s) to the Executive Committee which, after consideration of all factors deemed significant by its members, shall determine whether to authorize the Committee or Section to participate as amicus curiae in the name of the Association, provided, however, that if the matter presented is sufficiently divisive within the Association, and there is no overriding need to take action, the Executive Committee shall decline to authorize the Committee or Section to participate in the name of the Association.

In the event that the Executive Committee declines to authorize the Committee or Section to participate on behalf of the Association, then the Section or Committee may seek leave to participate on its own behalf, provided, however, that the Committee or Section shall expressly state that its view represents the Committee or Section only and does not have the approval of the Association as a whole.

(3) When convening the Executive Committee is impracticable, the President or, in the President's absence, the President-Elect may act in the place of the Executive Committee but in so doing shall consider the same factors set forth in this subSection (f) as provided for the Executive Committee, and shall report any action taken promptly to the Executive Committee.

(4) This subsection (f) is the entire and exclusive policy of the Association regarding participation in legal proceedings as amicus curiae.

ARTICLE X.3 Indemnification

. Subject to subsection (d) of this Section, the Association shall indemnify, to the full extent that it shall have power under applicable law to do so and in a manner permitted by such law, any person made or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (hereinafter, a "Proceeding"), by reason of the fact that such person is or was an officer of the Association or a member of its Executive Committee, or is or was serving at the request of Association as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise, including service with respect to an employee benefit plan (collectively, "Another Enterprise").

(a) The Association may indemnify, to the full extent that it shall have power under applicable law to do so and in a manner permitted by such law, any person made or threatened to be made a party to any Proceeding, by reason of the fact that such person is or was an employee or agent of the Association, or is or was serving at the request of the Association as an employee or agent of Another Enterprise.

(b) Subject to subsection (d) of this Section, with respect to any person made or threatened to be made a party to any threatened, pending, or completed Proceeding, by reason of the fact that such person is or was an officer of

the Association or a member of its Executive Committee or is or was serving at the request of the Association as a director or officer of Another Enterprise, the Association shall pay the expenses (including attorneys' fees) incurred by such person in defending any such Proceeding in advance of its final disposition (hereinafter an "Advancement of Expenses"); provided, however, that any Advancement of Expenses shall be made only upon receipt of an undertaking (hereinafter an "Undertaking") by such person to repay all amounts advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "Final Adjudication") that such person is not entitled to be indemnified for such expenses under this Section or otherwise.

(i) With respect to any person made or threatened to be made a party to any Proceeding, by reason of the fact that such person is or was an employee or agent of the Association, or is or was serving at the request of the Association as an employee or agent of Another Enterprise, the Association may, in its discretion and upon such terms and conditions, if any, as the Association deems appropriate, pay the expenses (including attorneys' fees) incurred by such person in defending any such Proceeding in advance of its final disposition.

(c) Anything in subsections (a), (b) or (c) of this Section to the contrary notwithstanding, with respect to a Proceeding initiated against the Association by a director or officer of the Association (or by a person serving at the request of the Association as a director or officer of Another Enterprise), the Association shall not be required to indemnify or to advance expenses (including

attorneys' fees) to such person in connection with prosecuting such Proceeding (or part thereof) or in defending any counterclaim, cross-claim, affirmative defense, or like claim of the Association in such Proceeding (or part thereof) unless such Proceeding was authorized by the Executive Committee of the Association.

(d) With respect to any person made or threatened to be made a party to any Proceeding, by reason of the fact that such person is or was an officer of the Association or a member of the Executive Committee, or is or was serving at the request of the Association as a director or officer of Another Enterprise, the rights to indemnification and to the advancement of expenses conferred in subsections (a) and (c) of this Section shall be contract rights. Any amendment, repeal, or modification of, or adoption of any provision inconsistent with, this Section (or any provision hereof) shall not adversely affect any right to indemnification or advancement of expenses granted to any person pursuant hereto with respect to any act or omission of such person occurring prior to the time of such amendment, repeal, modification, or adoption (regardless of whether the Proceeding relating to such acts or omissions is commenced before or after the time of such amendment, repeal, modification, or adoption).

(e) If (X) a claim under subsection (a) of this Section with respect to any right to indemnification is not paid in full by the Association within sixty days after a written demand has been received by the Association or (Y) a claim under subsection (c) of this Section with respect to any right to the advancement of expenses is not paid in full by the Association within twenty days

after a written demand has been received by the Association, then the person seeking to enforce a right to indemnification or to an advancement of expenses, as the case may be, may at any time thereafter bring suit against the Association to recover the unpaid amount of the claim.

(i) If successful in whole or in part in any suit brought pursuant to subsection (f) of this Section, or in a suit brought by the Association to recover an advancement of expenses (whether pursuant to the terms of an Undertaking or otherwise), the person seeking to enforce a right to indemnification or an advancement of expenses hereunder or the person from whom the Association sought to recover an advancement of expenses, as the case may be, shall be entitled to be paid by the Association the reasonable expenses (including attorneys' fees) of prosecuting or defending such suit.

(ii) In any suit brought by a person seeking to enforce a right to indemnification hereunder (but not a suit brought by a person seeking to enforce a right to an advancement of expenses hereunder), it shall be a defense that the person seeking to enforce a right to indemnification has not met any applicable standard for indemnification under applicable law. With respect to any suit brought by a person seeking to enforce a right to indemnification or right to advancement of expenses hereunder or any suit brought by the Association to recover an advancement of expenses (whether pursuant to the terms of an Undertaking or otherwise), neither (X) the failure of the Association to have made a determination prior to commencement of such suit that

indemnification of such person is proper in the circumstances because such person has met the applicable standards of conduct under applicable law, nor (Y) an actual determination by the Association that such person has not met such applicable standards of conduct, shall create a presumption that such person has not met the applicable standards of conduct or, in a case brought by such person seeking to enforce a right to indemnification, be a defense to such suit.

(iii) In any suit brought by a person seeking to enforce a right to indemnification or to an advancement of expenses hereunder, or by the Association to recover an advancement of expenses (whether pursuant to the terms of an Undertaking or otherwise), the burden shall be on the Association to prove that the person seeking to enforce a right to indemnification or to an advancement of expenses or the person from whom the Association seeks to recover an advancement of expenses is not entitled to be indemnified, or to such an advancement of expenses, under this Section or otherwise.

(f) The indemnification and advancement of expenses provided in this Section shall not be deemed exclusive of any other rights to which any person may be entitled under any bylaw, agreement, vote of members of the Association, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be such officer, member of the Executive Committee, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

(g) The Association may purchase and maintain insurance on behalf of any person who is or was an officer, member of the Executive Committee, employee, or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee, or agent of Another Enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Section or otherwise.

(h) If any provision or provisions of this Section shall be held to be invalid, illegal, or unenforceable for any reason whatsoever: (X) the validity, legality, and enforceability of the remaining provisions of this Section (including, without limitation, each portion of any paragraph or clause containing any such provision held to be invalid, illegal, or unenforceable, that is not itself held to be invalid, illegal, or unenforceable) shall not in any way be affected or impaired thereby; and (Y) to the fullest extent possible, the provisions of this Section (including, without limitation, each such portion of any paragraph or clause containing any such provision held to be invalid, illegal, or unenforceable) shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal, or unenforceable.

#### ARTICLE X.4 Fiscal Year and Budget

. The fiscal year of the Association shall commence on the first day of July and end on the 30th day of June of each year. The annual budget of the Association for the next fiscal year shall be prepared by or under the direction of the President-Elect, the Treasurer and the Executive Director, reviewed by the Committee on Finance and approved by the Executive Committee prior to the 30th day of June of each year.

#### ARTICLE X.5 State Bar Delegate

. A State Bar Delegate to the House of Delegates of the ABA shall be elected by the members of the Association. Such election shall be certified by the Secretary of the Association to the ABA. The State Bar Delegate shall serve a two-year term or such other term of office as shall be specified by the by-laws of the ABA and until his/her successor shall be elected. Any vacancy in the office of the State Bar Delegate may be filled by the Executive Committee until the next annual meeting of the Association or in such other manner as shall be set forth in the by-laws of the ABA.

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