

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

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19 **DISTRICT OF COLUMBIA BAR**

20 **BYLAWS**

21 **Article I**

22 **Name**

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

25
26 **Article II**

27 **Purposes**

28
29 **Section 2.01. Rules Governing the Bar.** The Bar is responsible for the management and
30 regulation of all persons admitted to practice law in the District of Columbia and is governed by
31 the District of Columbia Court of Appeals Rules Governing the District of Columbia Bar
32 (“Rules”), these Bylaws, and the D.C. Bar Membership Manual.

33
34 **Section 2.02 Purposes.** The purposes for which the Bar is organized are:

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

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

58 **Article III**

59 **Membership and License Requirements**

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

61 In addition to the membership and license provisions and requirements contained in the Rules and
62 these Bylaws are the provisions and requirements contained in the D.C. Bar Membership Manual
63 (“Membership Manual”) which shall have the same weight and authority of these Bylaws.
64

65
66 The Membership Manual shall be amended upon the recommendation of the Chief Executive
67 Officer of the D.C. Bar and shall take effect unless the Executive Committee raises a written
68 objection to the recommendation no later than two weeks after receiving written notice of such
69 amendment.

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

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

76
77 The members of the District of Columbia Bar shall be divided into four classes: Active, Inactive,
78 Judicial, and Retired.

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

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

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

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

98
99 Judicial members shall not be eligible to practice law in the District of Columbia or to hold
100 office or vote in any general election or vote on other business conducted by the District of
101 Columbia Bar.

102
103 (d) **Retired.** Retired members are those persons who have retired from the practice of law
104 (except, as provided in D.C. App R. 49, on a pro bono basis), or who are totally disabled
105 and unable to practice law, and who have certified that (1) they have been an Active member
106 of the Bar for five years (two years of any combination of Inactive or Judicial membership
107 may be substituted for one year of Active membership to satisfy this requirement); and (2)
108 they have been engaged in the practice of law in the District of Columbia or elsewhere for
109 a total of 25 years.

110
111 Retired members shall not be eligible to hold office or vote in any general election or other
112 business conducted by the District of Columbia Bar.

113
114 **Section 3.03 Special Legal Consultants Category.**

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

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

123 **Section 3.04 Additional Classes**

124 The Board of Governors shall have the authority to create additional classes of membership and
125 promulgate the required qualifications for such classes.

128 **Section 3.05 Membership Requirements.**

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

130 1. **Annual Registration.** On or before July 1st, all Active, Inactive, and Judicial members of
131 the Bar must file an electronic registration statement with the Bar.

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

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

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

145
146 **(b) Fees.**

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

151
152 All license fees are due on or before July 1st unless otherwise provided by the Board of
153 Governors. License fees are non-refundable.

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

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

160
161 2. **Reinstatement Fees.** The Bar shall have the authority to assess and collect reinstatement
162 fees.

163
164 3. **Suspension for Nonpayment of License Fee and/or Late Fee.** Any member whose
165 annual license fee and/or assessed fees associated with their membership invoice (including
166 the late fee and/or returned payment fee) remains unpaid by September 30th shall be
167 administratively suspended. Except as otherwise provided in D.C. App. R. 49, a member

168 whose membership has been administratively suspended for nonpayment of the annual
169 license fee and/or failure to pay other fees shall not be entitled to practice law in the District
170 of Columbia during the period of administrative suspension.

171
172 **(c) Mandatory Course on the District of Columbia Rules of Professional Conduct and**
173 **District of Columbia Practice (“Mandatory Course” or “Course”).**

- 174 1. **The Mandatory Course for New Admittees.** Every attorney admitted to the District of
175 Columbia Bar after July 1, 1994 must register for and complete the Mandatory Course
176 within twelve months of admission to the Bar. Additional information about the Course is
177 set forth in the Membership Manual.
- 178
- 179 2. **Suspension of New Admittees for Failure to Complete the Mandatory Course.** Newly
180 admitted attorneys of the Bar who have not completed the Course within 60 days of the
181 issuance of the 12-month Notice of Noncompliance shall be administratively suspended
182 and shall be sent a Notice of Suspension to the attorney’s preferred email address in their
183 official Bar record.
- 184
- 185 3. **Annual Report.** The Bar shall provide a written report annually to the Court concerning
186 the Course, its curriculum and faculty, number of presentations, attendance, and the
187 number of attorneys suspended for failure to comply with section (2) above.
- 188

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

190 These topics are addressed fully in the Membership Manual.

191
192 **Section 3.07 Membership Status and CEO Discretion.**

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

198 **Section 3.08 Notices and Deadlines.**

- 199 (a) **From the Bar to Members.** All notices shall be sent to the member’s preferred email
200 address contained in the member’s official Bar record. Notices of administrative
201
202 suspension shall be sent in writing by first class U.S. mail and by email to the preferred
203 email address contained in the member’s official Bar record.
- 204
205

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

209
210 (c) **Deadlines.** The applicable deadline for any date in this Article that may fall on a weekend
211 or District of Columbia holiday shall be the next regular business day.

212
213 **Section 3.09 Meetings of the Membership.**

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

220
221 Notice of the time and place of every annual meeting of members shall be provided to each
222 Active member of the Bar or published in an official Bar publication at least 30 days prior
223 to the meeting.

224
225 (b) **Special Meetings and Required Notice.** Special meetings of the members of the Bar may
226 be called by the Board of Governors or the President. The Secretary shall call a special
227 meeting whenever they have received a petition signed by not less than three percent of
228 the Active members of the Bar requesting such meeting. Such petition shall specify the
229 purpose of the meeting, and the meeting shall be convened accordingly as promptly as
230 possible and not later than 30 days after the Secretary receives such petition. The census
231 of the Bar's Active members shall be determined as of the first business day of the calendar
232 year in which the petition is submitted.

233
234 The Board of Governors or the President shall fix the time and place of every special
235 meeting, make suitable arrangements therefor, and cause the Secretary to give notice
236 thereof to the members. Such meetings shall be limited to the purpose set forth in the
237 notice. Special meetings shall be held in-person, electronically, or both, as prescribed by
238 the Board of Governors, provided all attendees can contemporaneously communicate with
239 each other during the meeting.

240
241 Notice of the time, place and purpose of every special meeting of members shall be
242 provided to each Active member of the Bar or published in an official publication of the
243 District of Columbia Bar at least 10 days prior to the meeting.

246 (c) **Minutes.** Minutes of each meeting described in this Section may be taken. If so, they will
247 be distributed to the members of the Board of Governors within a reasonable period
248 following such meeting. Minutes of any such meeting described in this Section shall be
249 approved by the Board of Governors at the next following Board meeting.

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

257

258 **Article IV**

259 **Board of Governors**

260

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

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

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

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

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

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

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

290

291 **Section 4.04. Vacancies.** In the event of a vacancy of a voting member of the Board and
292 excluding the President, President-Elect, Treasurer, and Treasurer-Elect, the voting Board
293 member's position shall be filled by the Board candidate receiving the next highest number of
294 votes in the most recent regular annual election, subject to Board approval. In the event the Board
295 does not approve, or such candidate is unable to serve, the position shall be filled by the candidate
296 receiving the next highest number of votes in order, down to the candidate receiving the lowest
297 number of votes, subject to Board approval. If this process still results in a vacancy, or in the event
298 of a vacancy of a non-voting member of the Board, the President, in consultation with the Chief
299 Executive Officer and Chair of the Committee on Nominations, shall appoint an individual to fill
300 that position, subject to Board approval. A member appointed to fill a vacant position shall not be
301 precluded from serving an additional two full terms pursuant to Section 4.02.

302 **Section 4.05. Meetings.**

303 (a) **Regular Meetings.**

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

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

312

313

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

317

318 (b) **Special Meetings.**

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

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

327
328 (c) **Electronic Meetings.**

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

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

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

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

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

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

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

352

353 **Section 4.09. Executive Committee.**

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

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

366
367 (c) **Minutes of Meetings.** Minutes of each meeting described in this Section may be taken.
368 If so, they will be distributed to the members of the Board of Governors within a
369 reasonable period following such meeting. Minutes of any such meeting described in this
370 Section shall be approved by the Board of Governors at the next following Board
371 meeting.

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

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

382

383 **Article V**
384 **Officers of the Bar**

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

388

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

390

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

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

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

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

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

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

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

424
425 **Section 5.06. Vacancies.**

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

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

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

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

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

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

456
457 **Article VI**
458 **Nominations and Elections**

459
460 **Section 6.01. Nominations Committee.** The President, with the approval of the Board, shall
461 appoint a Nominations Committee for a one-year term. The Nominations Committee shall consist
462 of the Immediate Past President and eight Active members of the Bar who are not members of the
463 Board, unless they intend to have the Nominations Committee consider their nomination to
464 participate as a candidate in the upcoming election. The President and President-Elect shall not
465 serve as members of the Nominations Committee. Active members appointed by the Board shall
466 serve on the Nominations Committee for no more than two consecutive terms. Members having
467 served on the Nominations Committee in a fiscal year shall not be eligible to be nominated for any
468 position on the ballot for the election in that same fiscal year.

469 **Section 6.02. Duties of the Nominations Committee.** The Nominations Committee shall
470 prepare a slate of eligible candidates for voting positions on the Board of Governors, to be elected
471 by eligible D.C. Bar members. The Nominations Committee shall deliver the slate to the
472 Secretary in accordance with a schedule determined by the Board or the Executive Committee.
473 The Nominations Committee shall also make a recommendation to the Board for persons to serve
474 as non-voting members of the Board of Governors, subject to Board approval.

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

478
479 (b) **Treasurer-Elect:** The Nominations Committee shall nominate at least two but no more
480 than three Active D.C. Bar members for the seat of Treasurer-Elect.

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

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

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

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

507

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

511
512 **Section 6.05. Voting.** Voting shall be by secret ballot. Ballots shall contain the names of all
513 nominees, in random order, for the respective positions.

514
515 **Section 6.06. Voting Eligibility.** Eligible voters shall include all Active members in good
516 standing as of the close of business on the second Monday in April.

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

522
523 The candidates receiving the highest number of votes for their respective offices shall be declared
524 duly elected. The certified voting results shall be published by the Bar on its website.

525

526 **Article VII**
527 **Committees**

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

536
537 The Board may also form special committees that shall not have powers of the Board but shall
538 report to and advise the Board of Governors.

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

545

546 **Section 7.02. Standing Board Committees.** The Standing Board Committees shall include the
547 Audit Committee, Budget Committee, and Investment Committee.

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

554
555 (b) The Budget Committee shall oversee the preparation of an annual proposed budget which
556 it recommends to the Board for approval. The President-Elect shall serve as the Chair of
557 the Budget Committee.

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

564
565 **Section 7.03. Other Bar Committees.** The Board shall also establish and dissolve other
566 committees it deems appropriate and necessary.

567
568 **Article VIII**
569 **Chief Executive Officer**

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

576
577 **Article IX**
578 **Parliamentary Authority**

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

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Article X Amendments

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

Article XI Indemnification

Section 11.01. Mandatory Indemnification.

(a) The Bar shall indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or on behalf of the District of Columbia Bar), because they are or were an officer of the Bar, a member of the Board of Governors, an elected or appointed official of a Community, a member of a Committee of the Bar, a member of the Board on Professional Responsibility or its hearing committees or a monitor appointed either by the Court or the Board on Professional Responsibility, a practice monitor appointed by the Practice Management Advisory Service pursuant to a diversion agreement encompassed by Rule XI of the Rules Governing the District of Columbia Bar, a member of or an arbitrator appointed by the Attorney/Client Arbitration Board, a trustee of the Clients' Security Fund, a paid employee of the Bar (including an employee of the Office of Disciplinary Counsel and the Board on Professional Responsibility) under the following circumstances:

- (1) where they have been successful on the merits or otherwise in defense of any such action, suit or proceeding, and
- (2) where they have settled the action or been unsuccessful on the merits and neither the Board nor an appropriate court has determined that the expenses have resulted from fraud, corruption, actual malice, or intentional wrongdoing on the part of the person claiming indemnification.

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

620
621 (b) Any indemnification under paragraph (a) of this Section shall be made by the District of
622 Columbia Bar only as authorized in the specific case by the Board upon its determination
623 that indemnification is appropriate. The Board shall make that determination and
624 authorization by a majority vote of a quorum consisting of disinterested members. The
625 Board shall have the right, as a condition of granting indemnification, to approve in
626 advance the choice of counsel as well as any settlement by the person requesting
627 indemnification. The Board shall not unreasonably withhold its approval.

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629 **Section 11.02. Advancing Expenses.**

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

636

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

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

641

642 **Section 11.04. Insurance.**

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

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Article XII Other Topics

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

PROVISOS to the D.C. BAR BYLAWS

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

Provided, That during fiscal year 2022-23, there shall be an election for both the office of Treasurer and the seat of Treasurer-Elect for service during fiscal year 2023-24. The winner of the election for Treasurer shall serve a two-year term as follows (i) as Treasurer in their first year and (ii) as a non-voting member of the Board in their second year.

The winner of the election for Treasurer-Elect shall serve a three-year term as follows: (i) as Treasurer-Elect in their first year; (ii) as Treasurer in their second year; and (iii) as a member of the Board in their third year.

Approved by the Board of Governors on April 11, 2022.
Amended by the Board of Governors on June 13, 2023.