

District of Columbia Bar BYLAWS

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DISTRICT OF COLUMBIA BAR

BYLAWS

Article I

Name

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

Article II Purposes

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.

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

- (a) To assist the legal profession in maintaining high standards of the practice of law in the District of Columbia;
- (b) To aid the courts of the District of Columbia in carrying out and improving the administration of justice;
- (c) To promote access to justice and enhance the delivery of legal services to those in need;
- (d) To foster and maintain high ideals of integrity, learning, competence in public service, and high ethical standards;
- (e) To safeguard the proper professional interests of the members of the Bar;
- (f) To encourage the formation and support the activities of voluntary bar associations;
- (g) To provide a forum for and publish information about the practice of law, the science of jurisprudence and law reform and the relationship of the Bar to the public; and

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

59

Article III

60 Membership and License Requirements

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

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

65

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

70

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

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

76

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

79

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

83

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

87

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

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

109
110 Retired members shall not be eligible to hold office or vote in any general election or other
111 business conducted by the District of Columbia Bar.

112 **Section 3.03 Special Legal Consultants Category.**

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

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

121 **Section 3.04 Additional Classes**

122 The Board of Governors shall have the authority to create additional classes of membership and
123 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 August 31st 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 ("Voting Members"); and
265
266 (b) Three non-voting members, who shall not have been admitted to practice law in any
267 jurisdiction ("Non-voting Members").

268 **Section 4.02. Term.** All Voting and Non-voting members of the Board shall serve a three-year
269 term, until their successors take office as prescribed in these Bylaws, or until their resignation or
270 removal. The term of all Board members shall begin at the start of the fiscal year. Board members
271 may not serve more than two consecutive three-year terms. Serving as Secretary, Treasurer,
272 President-Elect, or President shall not count against this limitation.

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

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

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

291

292 **Section 4.04. Resignation, Removal, and Vacancies.**

293 (a) **Resignation.**

294 A Voting Member or Non-voting Member of the Board may resign at any time by giving written
295 notice to the President and the Chief Executive Officer. The resignation shall take effect upon
296 receipt of such notice unless a later effective date is specified and agreed to by the President and
297 the Chief Executive Officer.

298 (b) **Removal.**

299 1. The Board may remove a Voting Member or Non-voting Member for cause upon a two-
300 thirds vote of the Voting Members present and voting at a meeting where a quorum of
301 seventy-five (75%) of Voting Members is present. Examples of "cause" include, but are
302 not limited to, lack of attendance at Board or committee meetings, breach of fiduciary duty,
303 failure to disclose a material conflict of interest, or receipt of professional discipline.

304

305 2. Written notice shall be provided to the subject Board member as soon as practicable prior
306 to the meeting at which the vote on removal is to occur.

307

308 (c) **Vacancies.**

309 In the event of a vacancy of a Voting Member of the Board and excluding the President, President-
310 Elect, Treasurer, and Treasurer-Elect, the voting Board member's position shall be filled by the
311 Board candidate receiving the next highest number of votes in the most recent regular annual
312 election, subject to Board approval. In the event the Board does not approve, or such candidate is
313 unable to serve, the position shall be filled by the candidate receiving the next highest number of
314 votes in order, down to the candidate receiving the lowest number of votes, subject to Board
315 approval. If this process still results in a vacancy, or in the event of a vacancy of a Non-voting
316 member of the Board, the President, in consultation with the Chief Executive Officer and Chair of
317 the Committee on Nominations, shall appoint an individual to fill that position, subject to Board
318 approval. A member appointed to fill a vacant position shall not be precluded from serving an
319 additional two full terms pursuant to Section 4.02.

320 **Section 4.05. Meetings.**

321 **(a) Regular Meetings.**

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

326
327 Reasonable written notice of the time, place, and if applicable, technology platform of such
328 meetings, shall be provided to all members of the Board, required committee chairs, the Office of
329 Disciplinary Counsel, Board on Professional Responsibility, and to the presidents of the voluntary
330 bar associations who shall be invited to attend all meetings of the Board.

331
332 Any transactional business that is within the power of the Board may be conducted during a regular
333 meeting whether specified in the meeting notice or not provided two-thirds of the members of the
334 Board present and voting approve the addition of such matter to the agenda.

335

336 **(b) Special Meetings.**

337 In addition to regular meetings, special meetings may be called by the President, the Executive
338 Committee, or five Voting Members of the Board. Reasonable written notice of the time, place,
339 and if applicable, technology platform of such meetings, as well as subjects to be covered, shall be
340 provided to all members of the Board and all required parties.

341

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

345

346 **(c) Electronic Meetings.**

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

350

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

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

355

356 **Section 4.06. Quorum.** Unless otherwise noted, a majority of the Voting Members of the Board
357 shall constitute a quorum.

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

362

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

367

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

370

371 **Section 4.09. Executive Committee.**

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

375

376 (b) **Meetings.** The Executive Committee shall meet at the call of the President, or at the call
377 of the Secretary upon written application of three members of the Committee, upon one
378 day's notice. Five members shall constitute a quorum. Action by a majority of the
379 members present and voting at a meeting shall constitute action by the Committee.
380 Members may, subject to the President's discretion, participate in an in-person meeting
381 electronically or other means by which all attendees can simultaneously hear each other
382 and participate during the meeting. The President shall preside over the meetings of the
383 Executive Committee.

384

385 (c) **Minutes of Meetings.** Minutes of each meeting described in this Section may be taken.
386 If so, they will be distributed to the members of the Board of Governors within a
387 reasonable period following such meeting. Minutes of any such meeting described in this
388 Section shall be approved by the Board of Governors at the next following Board
389 meeting.

390

391 (d) **Powers, Duties, and Exceptions.** The Executive Committee may exercise all the powers
392 and perform all the duties of the Board of Governors between meetings of the Board, but
393 only to the extent that action taken is not contrary to the instructions of the Board of
394 Governors. The Executive Committee shall perform such duties as the Board of
395 Governors may from time to time prescribe.

396

397 The Executive Committee shall not amend the Bylaws, make rules or regulations
398 governing nominations or elections, or initiate the taking of any referendum or poll of
399 members of the Bar.

400

401 **Section 4.10 Official Representations and Statements**

402 Only the Board, President, CEO, or their express designees may speak on behalf of the Bar or its
403 membership. No individual Board member, committee, community, affiliated group, ABA
404 delegate, volunteer, or individual member may represent the Bar's views or positions without
405 express prior authorization, in writing, from the Board, President, or CEO.

406

407 **Article V**

408 **Officers of the Bar**

409

410 **Section 5.01. Officers.** The officers of the Bar shall be the President, President-Elect, Secretary,
411 and Treasurer.

412

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

414

415 **Section 5.03. Appointment of Secretary.** The President, at the beginning of the fiscal year, shall
416 appoint a Voting Member of the Board of Governors to serve as a Secretary, subject to Board
417 approval.

418

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

423

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

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

433
434 (b) The President-Elect shall perform the duties of the President during any absence or
435 temporary disability of the President, be an ex-officio member of all committees unless
436 otherwise provided in these Bylaws and succeed to the office of President at the start of the
437 fiscal year following their year as President-Elect.

438
439 (c) The Secretary shall be the legal custodian of the records of the Bar and take the minutes
440 of the proceedings of the meetings of the Bar and of the Board.

441
442 (d) The Treasurer shall keep correct and complete records of account showing accurately at all
443 times the financial condition of the Bar; furnish, at meetings of the Board, or whenever
444 requested, a statement of the financial condition of the Bar; and be the legal custodian of
445 all moneys, notes, securities, and other valuables that may from time to time come into the
446 possession of the Bar. The Treasurer shall also work with the Treasurer-Elect to help
447 prepare them for their year as Treasurer. The Treasurer shall remain on the Board as a
448 Voting Member for the fiscal year following their year of service as Treasurer.

449
450 **Section 5.06. Resignation, Removal, and Vacancies.**

451
452 (a) **Resignation.**

453 An officer may resign at any time by giving written notice to the President and the Chief Executive
454 Officer. If the President seeks to resign, such notice shall be provided to the President-Elect and
455 Chief Executive Officer. The resignation shall take effect upon receipt of such notice unless a
456 later effective date is specified and agreed to by the President and the Chief Executive Officer.

457
458 (b) **Removal.**

459 1. The Board may remove an officer for cause upon a two-thirds vote of the Voting Members
460 present and voting at a meeting where a quorum of seventy-five (75%) of Voting Members
461 is present. Examples of "cause" include, but are not limited to, lack of attendance at Board
462 or committee meetings, breach of fiduciary duty, failure to disclose a material conflict of
463 interest, or receipt of professional discipline.

464
465 2. Written notice shall be provided to the subject officer as soon as practicable prior to the
466 meeting at which the vote on removal is to occur.

467
468 (c) **Vacancies.**

469 **1. President and President-Elect.**

470 If a vacancy occurs in the office of the President, the President-Elect shall succeed to the office of
471 the President and serve the remainder of the term of the President and, subsequently, the
472 presidential term for which the President-Elect was elected.

473
474 If a vacancy occurs in the office of the President-Elect, the Board shall elect one of its Voting
475 Members to assume the duties of President-Elect for the remainder of the term. In the event of
476 such vacancy, at the next Bar election, there shall be an election for the offices of President-Elect
477 and President.

478
479 **2. Treasurer and Treasurer-Elect.**
480 If a vacancy occurs in the office of the Treasurer, the Treasurer-Elect shall succeed to the office of
481 the Treasurer and serve the remainder of the term of the Treasurer and, subsequently, the Treasurer
482 term for which the Treasurer-Elect was elected.

483
484 If a vacancy occurs in the office of the Treasurer-Elect, the Board shall elect one of its Voting
485 Members to assume the duties of Treasurer-Elect for the remainder of the term. In the event of
486 such vacancy, at the next Bar election, there shall be an election for the offices of Treasurer-Elect
487 and Treasurer.

488
489 **3. Secretary.**
490 If a vacancy occurs in the office of the Secretary, the President shall appoint a Voting Member of
491 the Board of Governors to fill the vacancy, subject to Board approval.

492
493 **Section 5.07. Other.** The President and President-Elect shall serve as Delegates to the House of
494 Delegates of the American Bar Association (ABA). At the close of the President's term, the
495 President shall continue in their office of President only to fulfill their service as Delegate if so
496 required by the ABA until the close of its Annual Meeting in that calendar year. In the event that
497 the President or President-Elect is unable to attend a meeting of the House of Delegates or is
498 serving as a Delegate by reason of another election or appointment, the President shall, subject to
499 Board approval, appoint an active member of the Bar to attend that meeting. In the event of a
500 vacancy of a D.C. Bar Delegate to the ABA House of Delegates, such Delegate's position shall be
501 filled by the candidate receiving the next highest number of votes for that position in the most
502 recent regular annual election, subject to Board approval. D.C. Bar Delegates participate in the
503 ABA House of Delegates in their individual capacity. Their statements, votes, and positions are
504 based on their independent judgment and are not to be attributed to or considered a position of the
505 D.C. Bar or any of its constituent entities or members.

506
507
508 **Article VI**
509 **Nominations and Elections**

510
511 **Section 6.01. Nominations Committee.** The President, with the approval of the Board, shall
512 appoint a Nominations Committee for a one-year term. The Nominations Committee shall consist

512 of the Immediate Past President and Active members of the Bar who are not members of the Board,
513 unless they intend to have the Nominations Committee consider their nomination to participate as
514 a candidate in the upcoming election. The President and President-Elect shall not serve as
515 members of the Nominations Committee. Active members appointed by the Board shall serve on
516 the Nominations Committee for no more than two consecutive terms. Members having served on
517 the Nominations Committee in a fiscal year shall not be eligible to be nominated for any position
518 on the ballot for the election in that same fiscal year.

519

520 **Section 6.02. Duties of the Nominations Committee.** The Nominations Committee shall prepare
521 a slate of eligible candidates for voting positions on the Board of Governors, to be elected by
522 eligible D.C. Bar members. The Nominations Committee shall deliver the slate to the Secretary in
523 accordance with a schedule determined by the Board or the Executive Committee. The
524 Nominations Committee shall also make a recommendation to the Board for persons to serve as
525 Non-Voting members of the Board of Governors, subject to Board approval.

526

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

529

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

532

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

536

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

542

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

548

549 **Section 6.03. Nominations by Petition.** Except for the offices of President and President-Elect,
550 nominations may be made by a written petition that has been signed by at least one-half of one
551 percent (0.5%) of the Active members of the Bar, based on the census of the Bar as of the first

business day of the calendar year in which the petition is submitted. Nominating petitions shall be filed with the Secretary no later than 14 calendar days after the announcement of the slate. Such petitions shall be submitted on the official form provided by the Bar and in accordance with procedures established by the Board of Governors. At a minimum, nominating petitions must contain legible handwritten eligible member signatures accompanied by the member's license number.

558

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

562

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

565

566 **Section 6.06. Voting Eligibility.** Eligible voters shall include all Active members in good
567 standing as of 11:59 pm (Washington, D.C. local time) 45 calendar days prior to the first day of
568 the voting period.

569

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

574

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

577

Article VII Committees

581 **Section 7.01. General.** The Board may form standing committees and may delegate to such
582 committees any of its powers, except the power to (a) elect or remove Board members or Board
583 committee members; (b) approve the dissolution, merger or reorganization of the Bar or its
584 affiliated entities, or distribution of the Bar's assets or that of its affiliated entities; (c) amend the
585 Bylaws; or (d) any such other matters as the Board may determine by a majority vote of the
586 Voting Members of the Board. Any committee to which powers of the Board are delegated shall
587 consist solely of members of the Board.

588

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

591
592 Unless otherwise provided in a particular committee's Board-approved governance document, a
593 quorum of any committee shall be a majority of the members of the committee. Action of any
594 committee shall be by majority vote of the members of the committee present and voting. The
595 composition of all committees, as well as the duties and terms shall be subject to Board approval.
596 Committee members shall serve at the pleasure of the Board. Non-Voting Members of the Board
597 shall have the same voting rights as other Committee members, unless provided otherwise.

598

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

601

602 (a) The Audit Committee shall provide independent oversight of the Bar's financial reporting,
603 internal controls and audit functions; and in so doing, shall have the authority to retain and
604 discharge independent auditors to perform an annual audit and present their findings and
605 recommendations to the Board. The Immediate Past President and Treasurer shall not
606 serve on the Audit Committee.

607

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

611

612 (c) The Investment Committee shall oversee the Bar's financial matters by monitoring,
613 reviewing and reporting on the Bar's investment operations. The Investment Committee
614 shall select the Bar's investment advisors and determine whether to take action on the
615 advisors' recommendations. The Immediate Past President shall serve as the Chair of the
616 Investment Committee.

617

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

620

621 **Article VIII** 622 **Chief Executive Officer**

623

624 **Section 8.01. Chief Executive Officer.** The Chief Executive Officer ("CEO") shall be appointed
625 by and serve at the pleasure of the Board. The CEO shall have general and active control over the
626 Bar's operations and personnel, be responsible for the administration of the Bar's finances, and
627 perform other duties incident to a chief executive officer of an organization that are not inconsistent
628 with applicable law, the Rules, or these Bylaws.

Article IX

Parliamentary Authority

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

Article X Amendments

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

Article XI

Indemnification

647 Section 11.01. Mandatory Indemnification.

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

661

662 (1) where they have been successful on the merits or otherwise in defense of any such
663 action, suit or proceeding, and

665 (2) where they have settled the action or been unsuccessful on the merits and neither
666 the Board nor an appropriate court has determined that the expenses have resulted
667 from fraud, corruption, actual malice, or intentional wrongdoing on the part of the
668 person claiming indemnification.

669
670 The indemnification under this section shall cover expenses (including attorney's
671 fees) actually and necessarily incurred by such person in connection with the
672 defense and/or good faith settlement of such action, suit, or proceeding.

673
674 (b) Any indemnification under paragraph (a) of this Section shall be made by the District of
675 Columbia Bar only as authorized in the specific case by the Board upon its determination
676 that indemnification is appropriate. The Board shall make that determination and
677 authorization by a majority vote of a quorum consisting of disinterested members. The
678 Board shall have the right, as a condition of granting indemnification, to approve in
679 advance the choice of counsel as well as any settlement by the person requesting
680 indemnification. The Board shall not unreasonably withhold its approval.

681
682 **Section 11.02. Advancing Expenses.**

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

689
690 **Section 11.03. Non-Exclusivity of Indemnification Under Article XI.**

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

694
695 **Section 11.04. Insurance.**

696 The District of Columbia Bar may purchase and maintain insurance on behalf of any person who
697 is or was an officer of the Bar, a member of the Board of Governors, an elected or appointed
698 official of a Community, a member of a Committee of the Bar, a member of the Board on
699 Professional Responsibility or its hearing committees or a monitor appointed either by the Court
700 or the Board on Professional Responsibility, a practice monitor appointed by the Practice
701 Management Advisory Service pursuant to a diversion agreement encompassed by Rule XI of
702 the Rules Governing the District of Columbia Bar, a member of or an arbitrator appointed by

703 the Attorney/Client Arbitration Board, a trustee of the Clients' Security Fund, a paid employee
704 of the Bar (including an employee of the Office of Disciplinary Counsel, the Board on
705 Professional Responsibility, and the D.C. Bar Pro Bono Center) against any liability asserted
706 against them and incurred by them in any such capacity or arising out of their status as such.

707

708 Article XII 709 Other Topics

710

711 **12.01. Fiscal Year.** The Fiscal Year of the D.C. Bar shall begin on July 1st and end on June 30th
712 of the following calendar year.

713

714

715 PROVISOS to the D.C. BAR BYLAWS 716

717

718

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

722

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

727

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

731

732

733

734 Amended by the Board of Governors on January 27, 2026.

735

736 Prior versions:

737 April 11, 2022

738 June 13, 2023

739 January 28, 2025