

**BYLAWS OF
J. FRANKLYN BOURNE BAR ASSOCIATION, INCORPORATED**

Effective: October 20, 2022

TABLE OF CONTENTS

ARTICLE I. NAME.....2

ARTICLE II. PURPOSE.....3

ARTICLE III. PRINCIPAL OFFICE.....3

ARTICLE IV. MEMBERSHIP.....4

 Section 1. Membership Classifications.....4

 Section 2. Membership Application..... 6

 Section 3. Members in Good Standing..... 6

 Section 4. Membership Rights..... 6

 Section 5. Membership Termination, Suspension, and Expulsion.....6

 Section 6. Membership Resignation..... 7

 Section 7. Membership Not Transferable or Assignable..... 7

 Section 8. Mailing List and Membership Directory.....7

ARTICLE V. OFFICERS.....7

 Section 1. Executive Officers..... 7

 Section 2. Officer Elections and Terms..... 7

 Section 3. President-Elect Term..... 7

 Section 4. Duties of Executive Officers..... 7

 Section 5. Bonded Statement..... 11

 Section 6. Officer Removal..... 11

 Section 7. Officer or Committee Chair Vacancies..... 11

 Section 8. Officer Power and Authorities..... 12

 Section 9. Officer Eligibility..... 12

 Section 10. Oath of Office..... 13

 Section 11. Officer Liability..... 13

ARTICLE VI. MEETINGS..... 13

 Section 1. Annual Meeting..... 13

 Section 2. Regular and Special Meetings..... 13

 Section 3. Meeting Notice..... 13

 Section 4. Voting Outside of a Meeting..... 14

 Section 5. Quorum..... 14

 Section 6. Voting by Proxy..... 14

 Section 7. Meeting Platforms..... 14

ARTICLE VII. EXECUTIVE BOARD..... 15

 Section 1. Executive Board Duties..... 15

 Section 2. Executive Board Standards of Conduct..... 15

 Section 3. Executive Board Meetings and Quorum..... 16

Section 4. J. Franklyn Bourne Bar Association Scholarship Fund.....	16
Section 5. Governing Laws.....	16
ARTICLE VIII. COMMITTEES.....	16
Section 1. Purpose; Chairs; Meetings and Minutes.....	16
Section 2. Standing Committees.....	17
Section 3. Standing Committee Authority.....	22
Section 4. Committee Planning.....	22
Section 5. Ad Hoc Committees.....	22
ARTICLE IX. BOOKS AND RECORDS.....	23
Section 1. Books and Records General.....	23
Section 2. Membership Records.....	23
Section 3. Inspection of Books and Records.....	23
ARTICLE X. CONTRACTS, CHECKS, DEPOSITS AND FUNDS.....	23
Section 1. Contracting Authority.....	23
Section 2. Expenditure Limits.....	23
Section 3. Proxy Acceptance.....	24
Section 4. No Personal Financial Benefit.....	24
Section 5. Annual Report.....	24
Section 6. Liability Clause.....	24
ARTICLE XI. FISCAL YEAR.....	24
Section 1. Fiscal Year Dates.....	24
Section 2. Annual Due Changes.....	24
Section 3. Due Date of Annual Dues.....	25
ARTICLE XII. SEAL.....	25
ARTICLE XIII. DISSOLUTION AND DISTRIBUTION OF ASSETS.....	25
ARTICLE XIV. AMENDMENT OF BYLAWS.....	25
ARTICLE XV. GENERAL POWERS.....	26
Section 1. Parliamentary Authority.....	26
Section 2. Maryland State Law Compliance.....	26
Section 3. Registered Office and Registered Agent.....	26

J. FRANKLYN BOURNE BAR ASSOCIATION, INCORPORATED,
BYLAWS

ARTICLE I. NAME

The name of the Association is the “J. Franklyn Bourne Bar Association, Inc.” (hereafter referred to as the “Association”). The abbreviation of the Association shall be “JFBBA”, “J.F.B.B.A.”, or “Bourne Bar.”

ARTICLE II. PURPOSE

The purposes of the Association, as set forth by the Resolution adopted on May 6, 1977, as amended, are as follows:

- a. To increase, develop, foster and sustain African American participation in the study and practice of law and in the judiciary.
- b. To safeguard and preserve the historical contribution of African-American lawyers in Montgomery and Prince George’s counties;
- c. To aid new lawyers and give on-going support to members of the profession with continuing legal education programs and other seminars relating to issues specifically germane to the African-American community;
- d. To defend, protect and assist in the cultural, economic, social and political development of the African American community through the vehicle of law;
- e. To educate and inform members of the general public, through seminars and other forums of their rights and responsibilities and legal issues specifically affecting African Americans; and
- f. To carry out any other purpose or purposes adopted by the Association.

ARTICLE III. PRINCIPAL OFFICE

The principal office of the Association shall be located in the State of Maryland at Post Office Box, 1121, Upper Marlboro, Maryland 20772-1121, or other place in Prince George's or Montgomery Counties, Maryland as may be designated from time to time, by the Executive Board.

ARTICLE IV. MEMBERSHIP

Section 1. Membership Classifications.

There shall be (7) seven classifications of general membership in the Association: (a) active, (b) associate, (c) honorary, (d) Juris Doctorate, (e) lifetime, (f) retired, and (g) student.

- a. An "active member" shall be any attorney, who lives or works in either Montgomery or Prince George's Counties, who is a member in good standing with the Association, pursuant to Section 6 of this Article, and is licensed to engage in the practice of law in the State of Maryland.
- b. An "associate member" shall be any professor of law or person who is licensed to practice law in any jurisdiction other than Maryland and who lives or works in either Montgomery or Prince George's Counties. Associate members shall be prohibited from holding elected office in the Association, but shall be afforded all other rights and privileges of membership reserved for active members.
- c. An "honorary member" shall be designated and appointed by a majority vote of the Executive Board, who by virtue of their standing in the community, contribution to the mission of the Association or the community for which it serves, exemplifies the standards and ideals of the Association's members as set out in these bylaws. Honorary members

shall not be allowed to vote or hold elected office in the Association, but shall be afforded all other rights and privileges of membership as outlined in these bylaws and are not required to be an attorney.

- d. A “Juris Doctorate degree member” shall be any person who has acquired a Juris Doctorate degree and who lives or works in either Montgomery or Prince George’s Counties, and is not licensed to practice law in any jurisdiction. Juris Doctorate degree members shall be prohibited from holding elected office in the Association, but shall be afforded all other rights and privileges of membership reserved for active members. This membership class does not apply to law school student graduates, who took the most recent bar examination and are awaiting results.
- e. A “lifetime member” shall be any person who meets the membership requirements of any of the other six membership categories, has demonstrated a commitment of, at least, (5) five years to the Associations. The lifetime membership is a one time fee of \$1500, which may be changed from time to time by the Executive Board, and approved by the General Body.
- f. A “retired member” is a former member of the Maryland State Bar, who is no longer engaged in the active practice of the law, but continues to support the principles and objectives of the Association. The membership fee as well as responsibilities and privileges for a retired member shall be the same as a newly admitted lawyer.
- g. A “student member” shall be any student matriculating at any accredited school of law located in Maryland or the Washington, D.C. Metropolitan

Area who supports the principles and objectives of the Association and pays the applicable membership fee. Student members shall not be allowed to vote or hold elected office in the Association, but shall be afforded all other rights and privileges of membership as outlined in these bylaws.

Section 2. Membership Application.

Any person interested in becoming a member of the Association shall submit to the Executive Board a written or electronic application. Upon approval of the application by the Executive Board and receipt of membership dues, the applicant shall become a member of the Association.

Section 3. Members in Good Standing.

A member in good standing is a member who is current with his or her dues. Annual dues shall accrue on or before July 31st of each year. Only members who have paid dues for the current year shall be in good standing for that year and entitled to vote on Association matters.

Members shall have until May 1st to pay dues in order to be eligible to vote in the annual Association election of officers. Members not in good standing are prohibited from chairing committees or voting on any matters that may come before any committees on which they serve or any matters before the Association generally.

Section 4. Membership Rights.

Each active member shall be entitled to one vote on any matter submitted to a vote of the membership and may be nominated for and hold elected or appointed office in the Association.

Section 5. Membership Termination, Suspension, and Expulsion.

The general membership, by affirmative vote of two-thirds of all active members, may suspend or expel a member for cause, after an appropriate meeting. Any expelled or suspended member shall be entitled, upon written request, to have the general membership reconsider such action.

The general membership, by majority vote, may entertain such reconsideration at the next regular meeting following the receipt of the written request. Upon written request, submitted to the Executive Board, the former member may be reinstated, by affirmative vote of a majority of the members, pursuant to such terms and conditions as the membership may deem appropriate.

Section 6. Membership Resignation.

Any member may resign their membership by filing in writing, a resignation to the Executive Board, but such resignation shall not relieve the member from paying any dues, assessments, or other charges previously accrued and unpaid.

Section 7. Membership Not Transferable or Assignable.

Membership in this Association is not transferable or assignable.

Section 8. Mailing List and Membership Directory.

The Association's mailing list and membership directory shall be the property of the Association and its use and dissemination shall be subject to the approval of the Executive Board.

ARTICLE V. OFFICERS

Section 1. Executive Officers.

The officers of the Association shall be the President, President-Elect, Vice President, Recording Secretary, Treasurer, Assistant Treasurer, Corresponding Secretary, Immediate Past President, Communications and Social Media Officer, and (2) two Executive Officers.

Section 2. Officer Elections and Terms.

The officers of the Association, except for the President, (2) two Executive Officers, and Communications and Social Media Officer, shall be elected by the general membership at the Annual Meeting of the members. The term of office is from the first day of June in the year in which the officer was elected to the last day of June of the next bar year.

Section 3. President-Elect Term.

The President-Elect shall assume the office of the President on the first day of July of the next bar year.

Section 4. Duties of Executive Officers.

The following are the duties of each executive officer:

- a. **Duties of the President.** The President is the Chief Executive Officer of the Association and shall preside over all general membership and Executive Board meetings of the Association. The President shall carry out the functions customarily expected of the Chief Executive Officer unless such duties are specifically assigned by these Bylaws to another officer. The President shall also be an *ex-officio* member of all committees of the Association except the Nominations and Elections Committee. The President shall be the official representative to the community or designate this duty to another active member. The President shall appoint all committee chairperson(s) and co-chairperson(s), with the exception, of the Nominations and Elections Committee. The President shall convene a meeting with all committee chairs and the Vice President, within one month of taking office, to discuss and review each committees' tentative bar year activities.
- b. **Duties of the President-Elect.** The President-Elect shall assist the President in the performance of his or her duties and shall preside over meetings of the Association and Executive Board in the absence of the President. The President-Elect shall collaborate with the President to learn the role of the President and become familiar with the programs of the

Association and its governance. The President-Elect shall be the chair of the Association's Banquet Committee.

- c. **Duties of the Vice President.** The Vice President shall manage and monitor all Association committees with the oversight of the President, preside at all meetings in the absence of the President and President-Elect, and perform further duties as may be delegated by the President or authorized by the Executive Board. The Vice President shall also be an *ex-officio* member of all committees of the Association.
- d. **Duties of the Recording Secretary.** The Recording Secretary shall record, edit, and preserve the minutes of the general meetings and Executive Board meetings of the Association. The Recording Secretary shall maintain a record and custody of all proceedings and meetings; keep an accurate listing of Association membership; provide copies of minutes of the previous meetings and perform further duties as may be delegated by the President or authorized or directed by the Executive Board. The Recording Secretary shall be a member of the Archives Committee.
- e. **Duties of the Treasurer.** The Treasurer shall receive, deposit, and invest all monies, funds, accounts collected for the Association to the credit and benefit of the Association in a financial institution designated by the Executive Board. The Treasurer shall keep regular books and accounts that accurately reflect the financial condition of the Association, including keeping a record of all receipts and disbursements. The Treasurer shall present the annual budget, reconcile bank statements, and prepare monthly

reports to the Executive Board and members of the Association. The Treasurer shall ensure the timely filing of all Association federal and state tax returns and monitor the Association's status of 501(c)3 and 501(c)6 designations. The Treasurer shall provide the Recording Secretary with a monthly list of active Association members.

- f. **Duties of the Assistant Treasurer.** The Assistant Treasurer shall assist the Treasurer in the performance of his/her duties.
- g. **Duties of the Corresponding Secretary.** The Corresponding Secretary shall maintain a file of all correspondence of the Association and respond as directed by the President. The Corresponding Secretary shall notify members of general and special meetings, and events. The Corresponding Secretary shall also publish the newsletter and updates from the Association. The correspondence shall be delivered, either personally, by mail, or electronically. The Corresponding Secretary shall co-chair the Public Relations Committee.
- h. **Duties of the Communications and Social Media Officer.** The Communications and Social Media Officer shall create Association event flyers and programs, and manage and monitor all Association social media accounts and platforms, the Association website, with consultation with the President and Corresponding Secretary. This Officer shall be an active member of the Association, shall be appointed by the President, with approval of the Executive Board, and shall co-chair the Public Relations Committee.

- i. **Duties of Executive Officers.** An Executive Officer shall chair (1) one Association committee during his/her term on the Executive Board and support the President in implementing and promoting the mission of the Association. An Executive Officer must be an active member of the Association and shall be appointed by the President.

- j. **Duties of the Immediate Past President.** The Immediate Past President shall be the immediate former President of the Association and shall assist the President in carrying out their duties and furthering the mission of the Association. The Immediate Past President all chair the Scholarship Awards Committee.

Section 5. Bonded Statement.

The following officers of the Association shall be bonded: President, President-Elect, and Treasurer. The bond shall be paid by the Association.

Section 6. Officer Removal.

Any officer, including elected or appointed, may be removed for cause, including but not limited to malfeasance and/or misfeasance, in the best interest of the Association after an appropriate meeting. The Association, by a majority vote of those present at any regularly conducted or special meeting or 25 members in good standing, whichever amount is greater, may vote on such removal. Any member in good standing may submit a request for removal of an officer to the entire Executive Board. The request must be in writing, including email communication, identifying the officer they wish to remove and the reason, at least 15 days prior to the next regularly scheduled general body meeting.

Section 7. Officer or Committee Chair Vacancies.

The following are the policies for executive board and committee chair vacancies.

- a. A vacancy in any office, other than the President, because of death, resignation, removal, incapacity, disqualification or otherwise, may be filled by appointment of the President, with the approval of the majority of the Executive Board.
- b. A vacancy in the office of the President shall be filled by the President-Elect, who shall complete the unexpired balance of the term, upon a majority vote of the Executive Board within 14 days of said vacancy and ratified by the general membership at the next regularly scheduled meeting. A person appointed to fill the vacancy of President must fulfill the eligibility requirements for the position of President.
- c. A notice of resignation of an officer or committee chair must be in writing, including electronic communication, to the entire Executive Board. The Executive Board shall share the resignation with the general membership.

Section 8. Officer Power and Authorities.

Each officer shall have the power and authority to perform and discharge the duties of the office. The officers of the Association shall have additional powers and duties as may be specified in any resolution or other directive voted on and passed by the Association for which timely notice was provided as set out in these bylaws. The activities and affairs of the Association shall be managed by, under the direction of, or subject to the oversight of the Executive Board, except as may be expressly reserved to, or conferred upon, the membership under these bylaws.

Section 9. Officer Eligibility.

Except as may be provided herein, only members in good standing are eligible to hold office.

Candidates for the office of President-Elect and Treasurer must have been an active member for at least three (3) consecutive years and have served on at least one standing committee for at least two (2) years, prior to candidacy.

Section 10. Oath of Office.

Each officer shall be administered the Oath of Office reflecting the goals and purposes of the Association prior to assuming the duties of his/her office.

Section 11. Officer Liability.

The Executive Board and its officers expressly disclaim any responsibility for any actions or conduct by individual members who are in violation of the letter or spirit of the bylaws.

ARTICLE VI. MEETINGS

Section 1. Annual Meeting.

The annual meeting of the Association shall be held on the third Thursday of May of each year to elect officers for the upcoming term and for the transaction of such other business. If the date fixed for the annual meeting is a legal holiday in the State of Maryland, such meeting shall be held on the following Thursday. If the election of officers is not conducted on the day designated for the annual meeting, the Executive Board shall cause the election to be held at a special meeting of the Association as soon as practicable with timely notice provided to all the members as described in Section 3 of this Article.

Section 2. Regular and Special Meetings.

Regular and special meetings of the Association and the Executive Board, may be called by the President, or majority of the Executive Board, at any time or place as may be deemed practical, with timely notice to the general membership, as described in Section 3 of this Article.

Section 3. Meeting Notice.

Written or printed notice stating the place, date and hour of any meeting shall be delivered, either personally, by mail, or electronically, to each member entitled to vote. Members shall be provided notice not less than three (3) days before the meeting. The President shall determine the manner of delivery. In case of a special meeting, or when required by statute or these bylaws, the purposes for which the meeting is called shall be stated in the notice. If mailed, notice of the meeting shall be deemed to be delivered when deposited with the United States Postal Service, postage prepaid, and addressed to the member at his or her address as it appears on the records of the Association.

Section 4. Voting Outside of a Meeting.

Any action required to be taken by law at a membership meeting, or any action that may be taken at a membership meeting, may be taken without a meeting if signed, written consents setting forth the action to be taken are obtained from a majority of the members entitled to vote by responding to a electronic mailed questionnaire outlining the proposed action.

Section 5. Quorum.

Members in good standing representing twenty-five percent (25%) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the Association, a majority of members present may adjourn the meeting.

Section 6. Voting by Proxy.

At any membership meetings, each member in good standing and entitled to vote may vote by special proxy executed in writing, including electronic, by the member authorizing another active member in good standing to vote in his or her place. All proxies so voted shall be specifically limited in date and time relative to the meeting or issue for which it was given.

Section 7. Meeting Platforms.

Association meetings, including Executive Board meetings, standing committees and special committee meetings are authorized to meet by teleconferences, webinars, or e-meetings, so long as all the members may simultaneously participate.

ARTICLE VII. EXECUTIVE BOARD

Section 1. Executive Board Duties.

The duties of the Executive Board shall be to: (a) transact business in the intervals between meetings of the Association; (b) present a report at the regular meetings of the Association; (c) approve routine bills within the limit of the budget; (d) any additional duties as may be necessary to carry out the business of the Association, in accordance with these bylaws; and (e) act in good faith in a reasonable manner that is in the best interest of the Association. Executive Board Members are expected to attend all general body and Executive Board meetings. Any Executive Board Member who misses (3) consecutive general body or Executive Board meetings in (1) one bar year, without good cause, may be subject to removal by the Executive Board, to be ratified by the general body at the next regularly scheduled meeting. The Recording Secretary shall notify any Executive Board Member who has missed (3) consecutive general body or Executive Board meetings, in writing, of a violation of this provision.

Section 2. Executive Board Standards of Conduct.

The fiduciary duty of officers shall include:

- a. The obligation to act in good faith and in a manner that the officer reasonably believes to be in the best interests of the Association;
- b. The obligation, when exercising decision-making or oversight functions, to discharge the officer's duties with the care that a person in a like position would reasonably believe appropriate under similar

circumstances; and

- c. The obligation to disclose, or cause to be disclosed, to other officers information not already known to them but known by an individual officer to be material to the discharge of their decision-making or oversight functions, unless the officer reasonably believes that such disclosure would violate a duty imposed by law, a legally enforceable obligation of confidentiality, or a professional ethics rule.

Section 3. Executive Board Meetings and Quorum.

Meetings of the Executive Board shall be held monthly; the time to be fixed by the President at its first meeting of the year. A majority of the Executive Board shall constitute a quorum.

Special meetings of the Executive Board may be called by the President or by a majority of the members of the Board, for which due and timely notice of the time and place of the special meeting and the purpose for which the meeting is called shall be provided to the Board, in advance, of the any such special meetings.

Section 4. J. Franklyn Bourne Bar Association Scholarship Fund.

The President is authorized and shall appoint the officers and any Executive Board of the “J. Franklyn Bourne Bar Association Scholarship Fund” at the first scheduled meeting of the Association, unless the by-laws of the “J. Franklyn Bourne Bar Association Scholarship Fund” prescribes a different manner for selection of the officers and Board of Director members. The Association’s Treasurer is an automatic member of the J. Franklyn Bourne Scholarship Fund’s Board of Directors.

Section 5. Governing Laws.

In all cases where the Executive Board takes action on a legislative matter in the interim between meetings of the membership, it shall conform to the provisions of Article V of the

bylaws.

ARTICLE VIII. COMMITTEES

Section 1. Purpose; Chairs; Meetings and Minutes.

In order to carry out the major projects and purposes of the Association, the Standing Committees are hereby established to carry out their mandates as described and subject to the prior approval by the Executive Board in accordance with these bylaws and the will of the General Membership. The President shall designate a chairperson and co-chairperson for each standing committee. The President and Vice President are ex-officio members of all committees, except the Nominations and Elections Committee. All Standing Committees shall submit an attendance list and minutes of each meeting to the Vice President and Recording Secretary within 30 days of said meeting. All Standing Committees shall also submit any photographs, recordings or treatise to the Archives Committee for the preservation of the history of the Association.

Section 2. Standing Committees.

The standing committees shall be as follows:

- a. **Archives Committee.** There shall be an Archives Committee that is responsible for acquiring and maintaining the historic records of the Association. The Archives Committee shall be the official repository of all official historic records, memorabilia, and artifacts of the Association. All such property shall be, as a matter of course, provided to the Committee 60 days after any event or activity. Further, the committee shall publish an annual report to be presented at the Annual Meeting indicating the status of all property in the collection and plans for maintenance, disposal or long term preservation of any material and artifacts collected. The Recording Secretary shall be a member of the Archives Committee.

- b. **Banquet Committee.** There shall be a Banquet Committee. The Committee chairperson shall be the President-Elect or designee. The Committee shall plan and implement the Association's annual banquet.
- c. **Bylaws Committee.** There shall be a Bylaws Committee that is responsible for proposing changes, as needed, to the Association's bylaws, examine Association members' proposed amendments, and prepare the bylaw amendments for circulation to the members. The Chairperson of the Bylaws Committee shall be a member of the Executive Board of the Association.
- d. **Civic and Legislative Committee.** There shall be a Civic and Legislative Committee responsible for identifying issues impacting African Americans. The Committee shall be responsible for developing the Association's legislative agenda, report with recommendations to the Executive Board for consideration and coordinate the Association's legislative meetings with federal, state and local elected officials annually and other activities aimed at increasing the electoral strength and education of African Americans in Prince George's and Montgomery Counties.
- e. **Community Service.** There shall be a Community Service Committee which shall be responsible for developing and implementing public service programs, pro bono and other activities.
- f. **Fundraising.** There shall be a Fundraising Committee which shall be responsible for identifying, developing and coordinating fundraising activities to generate revenue to support the Association's programs. Such

activities will include, but not be limited to the Association's Annual Scholarship Banquet.

- g. **Judicial Nominating Committee.** There shall be a Judicial Nominating Committee that is responsible for interviewing and recommending candidates for open judicial positions in Prince George's and Montgomery Counties, as well as the Maryland Appellate Courts, and any other relevant jurisdiction that the Committee agrees is consistent with the Association's purpose, or otherwise in the interest of justice. Committee members shall keep all matters regarding committee votes and discussions regarding judicial selections by the committee confidential. Furthermore, the Committee shall create rules governing the operations of the committee to be approved by the Executive Board. To serve on this committee, you must be an attorney in good standing with the Maryland State Bar and an active Association member for 3 years.
- h. **Scholarship Awards Committee:** There shall be a Scholarship Committee that is responsible for overseeing scholarships issued by the Association. The Immediate Past President shall be the chair of the Scholarship Committee.
- i. **Strategic and Long Range Planning Committee.** There shall be a Strategic and Long Range Planning Committee which shall be responsible for developing and recommending a five-year strategic plan to the Executive Board and recommending changes, additions or revisions to the Association's Annual program of activities as may be necessary to accomplish the five year plan. The five-year plan shall be reviewed

annually, but developed and approved by the general membership of the Association at its Annual Meeting every five years.

- j. **Membership Committee.** There shall be a Membership Committee which shall be responsible for developing activities to increase, improve, and retain Association membership, to include but not be limited to: New Admittees Reception, Supreme Court Admissions, and Annual Membership Drive. The activities of this committee shall also include mentoring and young lawyer events.
- k. **Montgomery County Committee.** There shall be a Montgomery County Committee that is responsible for programs and activities to increase the visibility and recognition of the Association in Montgomery County.
- l. **Nominations and Elections Committee.** There shall be a Nominations and Elections Committee that is responsible for ensuring the orderly, timely and fair administration of elections by the membership, whenever necessary. The Nominations Committee shall also be responsible for ensuring that candidates for office have met the requirements for candidacy and any votes by proxy have met the requirements for voting generally. The Committee shall report the slate of candidates no later than 30 days prior to any elections. The Committee shall present viable candidates to the Executive Board to serve in leadership positions. Active Association members may submit a self nomination for open elected positions. Additional nominees may come from the floor after the slate of nominees is presented. Votes may be submitted electronically or in writing.

- m. **Public Relations Committee.** There shall be a Public Relations Committee that is responsible for managing the Association's website and social media, publishing and regularly distributing the electronic newsletter and otherwise publicizing via various appropriate forms of media the events, activities and achievements of the Association, such as through press releases and on the Association's website and social media platforms. The Corresponding Secretary and Communications & Social Media Officer shall be the co-chairs of the Public Relations Committee.
- n. **Women's Committee.** There shall be a Women's Committee which shall be responsible for developing and implementing public service programs and activities for the Association focused on women and family issues as well as professional and personal development programming that is unique and germane to the advancement of women of color in the legal profession. This Committee shall also be responsible for promoting the academic achievements of women of color in local area law schools as well as the professional achievements of women of color in the legal profession in the State of Maryland.
- o. **Professional Development Committee.** There shall be a Committee on Professional Development that shall be responsible for planning and conducting Continuing Legal Education programs for members and non-members, as well as planning and conducting programs dedicated to business development for Association members including those in private practice.
- p. **Judicial Council Committee.** There shall be a Judicial Council

Committee which shall be responsible for serving African - American judges in Montgomery and Prince George's Counties by: (1) promoting and encouraging knowledge and appreciation of the law; (2) advancing equal justice under law for all; (3) improving and fostering excellence and collegiality in the legal profession by conducting Continuing Legal Education programs relevant to the legal profession and the community; (4) educating the community about the important role of the judiciary in the legal profession; and (5) providing a forum for addressing issues of relevance to African - American judges.

- q. **Scholarship Awards Committee.** There shall be a Scholarship Awards Committee. The Committee chairperson shall be the Immediate Past President. The Committee shall plan and implement the issuing of the Association's scholarship awards.

Section 3. Standing Committee Authority.

A standing committee, by a resolution adopted by a majority of the general membership, may have and exercise the authority of the membership. The designation of such committees does not relieve the general membership, or any individual officer, of any responsibility imposed upon him or her under these bylaws.

Section 4. Committee Planning.

The chairperson or co-chairs, as applicable, of each standing committee shall present a tentative bar year event plan to the Executive Board for approval. The chair and co-chair of each committee shall be responsible for providing the Executive Board a vision for the committee's activities. The plan shall include a list of events, measures of success, and a proposed budget, if applicable.

Section 5. Ad Hoc Committees.

The President may establish ad hoc committees as deemed necessary to meet the needs of the Association, with the approval of the Executive Board.

ARTICLE IX. BOOKS AND RECORDS

Section 1. Books and Records General.

The Association shall keep correct and complete books and records of all Association and J. Franklyn Bourne Scholarship Fund accounts, and shall also keep minutes of any proceedings of the Association, Executive Board, or committees having or exercising any authority over the Association or its activities. The “bournebar.org” email addresses belong to the Association and are borrowed, managed, and/or monitored by the executive board of the respective bar year. The respective officer or committee “bournebar.org” email address and password shall be provided to the executive board, upon request, and shall be transitioned, without delay, to the incoming officer or committee chair within 3 days of the executive board swearing in ceremony.

Section 2. Membership Records.

The Association shall keep a record of the name, class of membership and contact information of each member of the Association, whether they are entitled to vote or not.

Section 3. Inspection of Books and Records.

All books and records of the Association may be inspected by any member in good standing for any appropriate reason at any reasonable time.

ARTICLE X. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracting Authority.

The general membership may, by resolution, authorize any committee chair of the Association, in addition to the Executive Officers authorized by these bylaws, to enter into any contract or

execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or may be limited to specific instances or activities.

Section 2. Expenditure Limits.

The President or President-Elect, countersigned by the Treasurer, may sign any checks, drafts, or orders issued in the name of the Association. Only one signature among the President, President-Elect and Treasurer shall be required for evidence involving sums of less than One Hundred (\$100.00) Dollars.

Section 3. Proxy Acceptance.

The general membership may accept on behalf of the Association, any contribution, gift or bequest devised for any purpose of the Association.

Section 4. No Personal Financial Benefit.

No part of the net earnings of the Association shall inure to the benefit of any member.

Section 5. Annual Report.

By majority vote, the Executive Board may authorize the preparation and release of an annual report detailing the annual expenditures of the Association.

Section 6. Liability Clause.

The Association shall bear no responsibility and shall not be subject to any liability for any act or omission of its officers or its members, whether it be intentional or unintentional.

ARTICLE XI. FISCAL YEAR

Section 1. Fiscal Year Dates.

The fiscal year of the Association shall begin on the first day of July and shall terminate on the last day of June of the following calendar year.

Section 2. Annual Due Changes.

The Executive Board shall recommend from time to time the amount of application fees, if any, and annual dues payable to the Association by the members of each class, and shall give appropriate notice to the members of said recommendations. The amount of annual dues shall be approved by the membership. Honorary members shall be exempt from the payment of annual dues.

Section 3. Due Date of Annual Dues.

Annual dues shall be payable on the first day of January of each year. After this date, members will have a 30 day grace period to pay dues. After July 31st, non-paying members shall no longer be in good standing and their membership status will be updated to “inactive.” Members who are not in good standing cannot chair any Association Committees or vote at any committee or general body meetings. Additionally, members have until the first of May at midnight of each year to pay dues in order to vote in any upcoming elections. Dues paid after May 1 at midnight of any year shall be credited to the following year.

ARTICLE XII. SEAL

The membership may authorize a change to the Association seal which shall bear the designation: “J. Franklyn Bourne Bar Association, Inc.” Prior to use of the Association’s seal and logo, the Executive Board’s approval must be obtained in writing.

ARTICLE XIII. DISSOLUTION AND DISTRIBUTION OF ASSETS

Upon dissolution, the assets of the Association will be distributed to an organization exempt from taxation under 501 (c) and otherwise in compliance with all regulations and guidelines of the Internal Revenue Code, as designated by the Executive Board.

ARTICLE XIV. AMENDMENT OF BYLAWS

These bylaws may be altered, amended or repealed by a 2/3 vote of the members in good standing present at a regular meeting or any special meeting, if at least ten days notice is given to the members of the intention to alter, amend, repeal, or adopt new bylaws at such meeting, and the proposed amendments.

ARTICLE XV. GENERAL POWERS

Section 1. Parliamentary Authority.

The rules of parliamentary practices and procedures as set forth in the current edition of *Robert's Rules of Order Revised*, as amended, shall govern the Association and the Board in all cases, unless these bylaws prescribe a different rule, practice or procedure.

Section 2. Maryland State Law Compliance.

Actions by the Association and the Board should be consistent with the Annotated Code of Maryland, Corporations and Associations Article, as amended from time to time by the Maryland General Assembly.

Section 3. Registered Office and Registered Agent.

The registered office of the Association shall be the same as listed on the articles of incorporation and at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with such registered office. The registered agent must be an active member of the Association and have a domicile and mailing address in Prince George's or Montgomery Counties.

REVISED BY 2/3 VOTE OF MEMBERS IN GOOD STANDING

PRESENT AT A MEETING OF THE ASSOCIATION ON

EFFECTIVE DATE: October 20, 2022

LAST AMENDED: November 20, 2015