BYLAWS OF THE
JACKSON COUNTY
BAR ASSOCIATION

Article I
MEMBERSHIP

Any lawyer in good standing before The Missouri Bar or the Bar of another state, may become a member of this Association on application duly submitted and upon recommendation of one member of this Association in good standing.

A member "in good standing" is a member who has paid his or her membership dues for the current fiscal year.

There shall also be a category of membership in the Association designated as "student membership." Any student enrolled in an ABA-accredited law school may be eligible for student membership in the Association.

Article II
DUES AND COMPENSATION

The annual dues for members of the Association shall be recommended by the Executive Committee. Such amount shall be due by January 31st of each year.

No member of the Association shall receive any salary or other compensation for services rendered to the Association. However, a member may be reimbursed for approved expenses incurred in connection with Association business.

Article III
MEETINGS

SECTION 1 - REGULAR MEETINGS

Unless otherwise changed by the members, the regular meetings of the Jackson County Bar Association shall be held at a time and place designated by the President of the Association. The order of the business at regular meeting shall be as follows, unless otherwise altered by the President:

A. Call to order
B. Roll Call
C. Reading of minutes of last meeting
D. Reports of Committees
E. Transaction of old business
F. Transaction of new business
G. Adjournment

provided, however, in the absence of any objections, the presiding officer may vary the order of business at his or her discretion. The regular meetings of the Association shall be conducted in accordance with the most current edition of Robert's Rules of Order, Newly Revised.

SECTION 2 - SPECIAL MEETINGS

Special meetings of the Association may be called by the President or by any five (5) members in good standing, provided that notice of such meeting shall be given by the persons calling the meeting in the time and manner set forth below and shall state the business for which the meeting is called. No other business shall be transacted at such special meeting unless a majority of the members in good standing at that meeting shall consent to the conduct of such other business.

SECTION 3 - NOTICES

All meeting notices required by these Bylaws shall be given to each member in good standing, not less than five (5) days prior to the meeting, by mail, fax, e-mail, or personal delivery, to said member's last known address, fax number, or e-mail address as it appears on the books of the Recording Secretary of the Association. Notices may be sent to members not in good standing, but such notice is not required.

SECTION 4 - AGENDA

An agenda for each meeting shall be prepared by the President or by other persons calling the meeting, and shall state the business to be brought before the body. Agendas for regular meetings will be made available prior to the start of the meeting. Agendas for special meetings shall be delivered to each member in good standing in the manner prescribed above for notices. Agendas for special meetings may be sent to members not in good standing, but such is not required.

SECTION 5 - ATTENDANCE

Upon the call of the roll at each meeting, the President of the Association shall declare vacant the seat of any officer who has absented himself from regular Association meetings on three (3) consecutive occasions. However, in the event of extenuating circumstances, the body may by affirmative vote of at least two-thirds (2/3) of the members in good standing in attendance, reinstate such officer for the remainder of his term.

A member is “in attendance” at a meeting when said member can communicate in real-time with other members in attendance during the period of time that a matter is under consideration. This expressly includes attendance at a meeting via telephone or videoconferencing. This provision expressly does not permit attendance by e-mailing, texting, tweeting, or instant messaging.

SECTION 6 - QUORUM

There shall be a quorum of the membership at any regular or special meeting of the Association if ten (10) members in good standing, not including student members, as shown by the books and records of the Recording Secretary and Treasurer of the Association, are in attendance. Except for those actions which the Executive Committee is authorized to take on behalf of the Association, no official action may be taken by the Association unless there is a quorum. Members voting via proxy shall count toward a quorum.

SECTION 7 – PROXY VOTING

Proxy voting is permitted in all instances where voting is permitted, except when voting for amendments to the JCBA Constitution or Bylaws. A proxy vote, for any permissible purpose, must be tendered to the JCBA Recording Secretary in writing at least 24 hours before the scheduled start time of the meeting at which the vote is to be taken. A proxy submitted less than 24 hours before the scheduled start time of the meeting at which the vote is to be taken is invalid and will not be counted. A member shall not give their proxy indefinitely to any other member.

A valid proxy must provide the following four things: [1] the name of the member giving their proxy ("proxy giver"), [2] the name of the member authorized to cast the proxy vote ("proxy holder"), [3] the date of the meeting for which the proxy applies, and [4] an indication of whether the proxy is a general proxy, or is limited to a particular matter/vote.

Article IV
OFFICERS AND DUTIES

SECTION 1 - Enumeration of Officers

The officers of the Association shall consist of President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and Parliamentarian.

SECTION 2 - Duties

(A) **The duties of the President are:**

(1) To preside over all regular and special meetings of the Association, and the Executive Committee;

(2) To be responsible for the preparation of the agenda of each meeting;

(3) To coordinate the activities of the Association, and to be the official spokesperson;

(4) To appoint members of all standing and special committees and designate a chairperson of each such meeting;

(5) To interface with other local, state and national bar associations;

(6) To be an *ex-officio* member of all committees.

(B) **The duties of the Vice-President are:**

(1) To assist the President;

(2) To assume all the duties and responsibilities of the President in his or her absence;

(3) To serve as an *ex-officio* member of each standing committee;

(4) To chair the Public Relations/Newsletter Committee;

(5) To chair the Judicial Endorsement and Legislative Committees;

(6) To serve on the Executive Committee.

(C) **The duties of the Recording Secretary are:**

(1) To record and maintain a file of the minutes of the Association and Executive Committee meetings;

(2) To maintain a file of all Association documents and Committee reports;

(3) To request documents for examination and use by members of the organization;

(4) To serve on the Executive Committee.

(D) **The duties of the Corresponding Secretary are:**

(1) To send all notices required by these Bylaws;

(2) To maintain an accurate membership roster;

(3) To serve on the Executive Committee.

(E) **The duties of the Treasurer are:**

(1) To keep financial records and handle banking functions;

(2) To collect Association dues;

(3) To prepare an annual budget for the Association;

(4) To make financial reports at regular Association meetings;

(5) To serve on the Executive Committee.

(F) **The duties of the Parliamentarian are:**

(1) To interpret the Constitution and these Bylaws subject to the approval of a simple majority of the members in good standing in attendance, including but not limited to, conflicts arising with respect to offices, duties, obligations and meeting procedures;

(2) To maintain order at all Association meetings;

(3) To keep a record of Constitution, Bylaws, and any amendments thereto;

(4) To chair the Constitutional Committee, which will consider proposed amendments to the Constitution and these Bylaws;

(5) To assure that all officers have read and understand the provisions of the Constitution and these Bylaws;

(6) To serve on the Executive Committee.

SECTION 3 - Terms of Office

The officers of the Association shall hold office for one (1) year, unless he or she shall resign sooner, or shall be removed, or is otherwise disqualified to serve.

SECTION 4 - Resignation and Removal

Any officer may be removed from office with or without cause by a two-thirds (2/3) majority vote of the members in good standing in attendance at any meeting. Any officer may resign at any time by giving written notice to the Executive Committee, and he or she shall make an immediate accounting of his or her Association activities to the Executive Committee. Such resignation shall take effect on the date of receipt of such notice and accounting, or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5 - Vacancies

A vacancy in any office may be filled by temporary appointment by the Executive Committee until the membership shall elect a replacement. The vacancy shall be announced at the next regular or special meeting following the occurrence of the vacancy. At the next regular or special meeting following the meeting at which the vacancy is announced, a majority of members in good standing in attendance at such meeting shall elect a member to fill the vacancy The officer elected to such vacancy by the membership shall serve for the remainder of the term of the officer he replaces.

SECTION 6 - Multiple Officers

No person shall simultaneously hold more than one office at any one time.

SECTION 7 - Eligibility

No person shall be permitted to be nominated for an office, hold an office, or vote in any election, unless he or she is a member in good standing at the time of election. Student members shall not be eligible to be nominated for an office, hold an office, or vote in any election.

SECTION 8 - Election

Election of officers should be held in November of each year. However, the election may be continued to another meeting if the lack of a quorum or the press of business prevents the election from occurring in November. One or more candidates shall be properly nominated for each office. The candidate receiving the most votes with respect to the office for which such candidate was nominated shall be elected.

Article V
COMMITTEES

(1) Executive Committee. The Executive Committee shall consist of all of the elected officers of the Association, the Immediate Past President, and a Black Law Student Association Liaison from each law school in Jackson County, Missouri. Pursuant to Article VI Section 2 of the Constitution, such student Liaisons are non-voting members of the Executive Committee. The general membership shall be responsible for permanently filling all vacancies on the Executive Committee. Between meetings of the general membership, the Executive Committee shall possess and may exercise any and all powers of the general membership in the management and affairs of the Association, provided that all actions of the Executive Committee shall be subject to the paramount power of the general membership and shall not conflict with any expressed policies of the general membership.

(a) The Executive Committee shall have the following powers and authorities:

(i) Policy Advice. To provide guidance and direction between Association meetings and to give preliminary consideration to important policies prior to Association meetings;

(ii) Expenditures. To authorize expenditures on behalf of the Association in the amount allocated in the budget as approved by the general membership for the specific expenditure, and up to Five Hundred Dollars ($500.00) total for any additional expenditures;

(iii) Contracts. Subject to the provisions of paragraph (ii) above, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, as approved by the general membership of the Association;

(iv) Bond. To handle money of the Association and to bond any officer of the Association, at the Association's expense, in such reasonable amounts as may be determined by the Executive Committee.

(b) The Executive Committee shall not have the power or authority of the general membership to engage in the following acts:

(i) Authorize distributions to members, officers or agents, except in exchange for value received;

(ii) Approve the dissolution or merger of the Association, or the sale, pledge, or transfer of all or substantially all of the Association's assets;

(iii) Permanently elect, appoint, or remove members or fill vacancies of the offices of the Association or on any of its committees;

(iv) Adopt, amend, or repeal the Constitution or Bylaws; or

(v) Contract loans on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the general membership. Such authority may be general or confined to specific instances.

(c) The Executive Committee shall maintain a record of its activities, and such record shall be made available for inspection by the general membership.

(2) Standing Committees. The Association will have Standing Committees which shall consist of a Chairperson and at least two (2) other members. The following are Standing Committees of the Association:

(a) Constitution Committee: This Committee shall meet as required to consider proposed amendments and revisions to the Constitution and Bylaws. The Parliamentarian shall serve as Chairperson of the Constitution Committee.

(b) Education Committee: This Committee shall:

(i) Plan recommend and administer programs and activities designed to provide financial aid and academic assistance to minority students attending law school in Jackson County, and

(ii) Plan and present seminars and other educational activities for the Association.

(c) Social Committee: This Committee shall devise ways and means of initiating, promoting and sponsoring all social affairs initiating of the Association. The authority for such sponsoring and promoting shall first be voted upon by the body of the Association. The social affairs initiated, sponsored and promoted by this Committee shall be in keeping with the dignity of the Jackson County Bar Association.

(d) Legislative Committee: This Committee shall analyze bills pending before the Missouri Legislature, Jackson County Legislature and the City Council of Kansas City, Missouri, affecting the profession and the public. In cooperation with the President, this Committee shall express the views of this Association to the members of the City Council, and County and State Legislatures respecting legislation affecting the profession and the public. This Committee shall also advise members of this Association of current legislative developments.

(e) Judicial Endorsement Committee: This Committee shall review requests from applicants seeking the Association's endorsement of their candidacy for judicial positions, bar association leadership positions, or other leadership positions within this State. Upon review of the requests received, the Committee shall make recommendations for endorsement to the Executive Committee based on the qualifications and fitness of said applicants for the positions sought. This Committee shall also monitor and oversee the marshaling of support for endorsed candidates, and make recommendations to the Association respecting actions which may be taken by the Association to improve the quality of judicial appointments.

(f) Public Relations Committee: This Committee shall work to build and inspire confidence in the general public in the ability and integrity of its members in the practice of their profession. It shall disseminate information from time to time and do whatever act or acts necessary for the general good of the Jackson County Bar Association and for the promotion of good will in the community.

(g) Business and Professional Development Committee: This Committee shall plan and devise methods to expand and improve the quality of the practice of the members of this Association.

Article VI
BOOKS AND RECORDS

The books, records and papers of the Association, and the Constitution and Bylaws of the Association, shall at all times, during reasonable business hours, be subject to inspection by any member upon request made to the Recording Secretary.

Article VII
FISCAL YEAR

The fiscal year of the Association shall begin on the first (1st) day of January and end on the thirty-first (31st) day of December of every year.

Article VIII
AMENDMENT

These Bylaws may be amended at a regular or special meeting of the membership, by a vote of a majority of the members in good standing in attendance. Proxy voting shall not be allowed for amending the Bylaws.

Article IX
CONSTRUCTION AND INTERPRETATION

These Bylaws amend and supersede all previous Bylaws of the Association. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control. In the case of any conflict between these Bylaws and the Constitution, the Constitution shall control.

These Bylaws and all provisions herein, and shall be construed and interpreted according to Missouri law.

Throughout these Bylaws, the use of the masculine gender is expressly intended to include the feminine gender, and vice-versa.

CERTIFICATION

I, *Andrew C. Cooper*, hereby certify that the foregoing is a true and correct copy of the Bylaws of the Jackson County Bar Association, and the amendments to the Bylaws were duly adopted at a meeting of the Jackson County Bar Association held on the 19th day of May, 2015 during my term of office as Parliamentarian.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 28th day of May, 2015.

2015 PARLIAMENTARIAN,
JACKSON COUNTY BAR ASSOCIATION

ORIGINALS OF THESE BYLAWS ARE PRINTED ON IVORY-COLORED PAPER AND ARE SIGNED IN BLUE INK.