

BYLAWS
of
DOUGLAS COUNTY BAR ASSOCIATION

ARTICLE I – OFFICERS

The principal office and place of business of the corporation shall be in the City of Lawrence, Douglas County, Kansas.

ARTICLE II – MEMBERS

Section 1. Any person who is a member in good standing of the Bar of the Supreme Court of Kansas or of the highest court of any other state in the United States, or has officially taken retired or disabled status from the aforementioned Bars, or is currently enrolled in or has graduated in the past 12 months from an accredited Kansas law school; and who resides in or is employed in Douglas County, Kansas, is eligible for membership. Such person shall become a member upon payment of dues to the corporation.

Section 2. All the rights, powers, and privileges of any member of the corporation shall cease for all purposes for all persons who are ineligible for membership, who are delinquent in their dues, or upon the death or resignation of such member.

Section 3. Each member shall be entitled to one vote at all meetings of the members.

ARTICLE III – DUES

Section 1. Annual dues for the corporation shall be established by the officers and shall remain established until changed by the officers.

Section 2. Dues shall become payable at the beginning of the calendar year and unless paid shall become delinquent on the last day of February of each such year.

ARTICLE VI – MEETING OF MEMBERS

Section 1. The annual meeting of members of the corporation for the election of officers and the transaction of such business as may come before the meeting shall be held on the first Thursday in March in each year, at a place to be specified in the notice of such meeting. Notice of the annual meeting of the members shall be sent by e-mail by the secretary to each member entitled to vote at such meeting, at his, her, or their last known e-mail address not

less than five days prior to the date of such meeting.

Section 2. Regular meetings of the members shall be held on the first Thursday of each month, at a place to be specified in the notice of such meeting, which notice shall be sent by e-mail by the secretary to each member, at his, her, or their last known e-mail address, prior to such meeting. If the first Thursday of the month falls on a state or federal holiday, the officers shall have discretion to move the meeting date to a mutually agreeable convenient date within the same week.

Section 3. Special meetings of the members shall be called at any time by the secretary upon the request of the president or by written request of a majority of the board of directors. All special meetings shall be held at a time and place to be specified in the notice of such meeting, which notice shall be e-mailed by the secretary to each member, at his, her, or their last known e-mail address not less than three days prior to the date of such meeting, and which notice shall state the purpose or purposes for which such special meeting is called.

Section 4. The members present in person shall constitute a quorum for the transaction of business.

Section 5. At all meetings of the members, all questions, unless otherwise expressly directed by Statute or by these bylaws, shall be decided by the vote of a majority of the members who shall be present at the meeting in person or by written proxy and who shall vote thereon.

ARTICLE V – DIRECTORS

Section 1. The board of directors shall consist of the corporation's president and those four immediate past presidents who are willing to serve in such capacity.

Section 2. All corporate powers shall be vested in and exercised by the board of directors of the corporation, except as otherwise expressly provided by law, by the Articles of Incorporation, or by these bylaws.

Section 3. Regular meetings of the board of directors may be held at such places and at such times as may be fixed from time to time by resolutions of the board of directors and no notice need be given of such regular meetings. The president may call, and upon written request signed by a majority of the board of directors the secretary shall call, special meetings of the board of directors on two days' notice to each member of the board of directors given by telephone, letter, postcard, email or personally. Special meetings of the board of directors shall be held at such place as may be designated in the notice or waiver of notice of such meeting.

Section 4. The presence in person of not less than one-half of the members of the board of directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, but a smaller number may adjourn any meeting to a later date and at least one day's notice of such adjourned date shall be given to each member of the board of directors who was not present at such meeting.

ARTICLE VI – OFFICERS

Section 1. The officers of the corporation shall be a president who shall be chairperson of the board of directors, a vice-president, a treasurer, and a secretary. Division of the roles of treasurer and secretary will go into effect for the 2024 election of officers. A slate of officers may be nominated by the board of directors. Nominations may also be made from the floor by any member present in person at the annual meeting. Officers shall be separately elected by majority vote of the members present and voting at the annual meeting.

Section 2. The term of office of each officer shall be from April 1 of the year of his, her, or their election until March 31 of the following year. The board of directors may, with or without cause, remove any officer of the corporation and declare such office vacant. Upon removal or resignation of any officer, the board of directors may appoint a successor to complete the term of the officer who has resigned or was removed.

Section 3. The president shall preside at all meetings of the board of directors, may give notice of any meeting of the board of directors, and shall perform such duties as are customarily incident to the office of the president and such other duties as shall be directed by the board of directors. The president shall also be responsible for planning an agenda of one or more service projects over the course of their year in office, and shall serve on and make necessary appointments to the Bench-Bar Committee, as set out in Article VII.

Section 4. The vice-president shall perform the duties of the president in the case of death, absence, or inability of the president to act for any cause. The vice-president shall also be responsible for coordinating bar-sponsored continuing education programs, and shall serve on the Law Library Trustee Committee, as set out in Article VII.

Section 5. The treasurer shall collect and keep an account of all monies received and expended for the use of the corporation, shall promptly deposit sums received by the corporation in the corporation in such depositories as shall be approved by the board of directors, and perform such other duties as shall be directed by the board of directors. The treasurer shall also

file the corporation's annual report with the Secretary of State, file the corporation's tax return, make reports of the finances of the corporation at each annual meeting and when called upon by the president, and prepare a proposed budget for approval of the membership each year at the May monthly meeting, The proposed budget must leave an amount of not less than half the corporation's operating expenses for the immediately preceding fiscal year as carryover funds.

The funds, books, and vouchers in the hands of the treasurer shall at all times be subject to the inspection, supervision, and control of the board of directors, and at the expiration of his, her, or their term of office the treasurer shall turn over to his, her, or their successor in office all books, money, and other property in his, her, or their possession.

Section 6. The secretary shall give notice of all meetings of members and of the board of directors of the corporation which are required or permitted by these bylaws, shall keep a record of the proceedings at each meeting of the members or directors, and shall keep an accurate list of members of the corporation, with their names, addresses, and email addresses. The secretary shall also be responsible for keeping the website updated with current information, serving on the Awards and Memorials Committee, as set out in Article VII, and shall perform such other duties as shall be directed by the board of directors.

Section 7. Vacancies in any office may be filled by the board of directors at any regular meeting or at a special meeting called for that purpose.

ARTICLE VII – COMMITTEES

Section 1. There shall be the following standing committees:

- (a) Ethics Committee;
- (b) Bench-Bar Committee;
- (c) Young Lawyers Committee;
- (d) Law Library Trustee Committee; and
- (e) Awards and Recognition Committee.

Section 2. The Ethics Committee shall be composed of a Chair and his, her, or their delegates. The Chair shall be selected by the Office of the Disciplinary Administrator and serves at the pleasure of the Disciplinary Administrator. The Chair is authorized to appoint committee members and investigators as needed. The Ethics Committee shall investigate complaints, prepare their reports, and take further actions as directed by the Disciplinary Administrator and in conformity with the rules of the Kansas Supreme Court relating to discipline of attorneys.

Section 3. The Bench-Bar Committee shall be composed of the president of the corporation, the president of the Young Lawyers Section, the Douglas County District Attorney (or their designee), the Chief Public Defender of the Seventh Judicial District (or their designee), the chairperson of the Ethics Committee, and three other at-large members. The president, president of the Young Lawyers Section, District Attorney, Chief Public Defender, and chairperson of the Ethics Committee shall serve on the Committee until the end of their respective term in office. Where the District Attorney or Chief Public Defender chooses to send a designee, they are encouraged to send a consistent designee for continuity purposes. At-large members currently serving as of the enactment of these bylaws will serve until their current terms expire. Thereafter, all terms for at-large members, except unexpired terms, shall be two years.

At the beginning of his, her, or their term, the president shall appoint or reappoint members to the vacant positions on the Committee as necessary. Where possible, the president should seek to appoint members from different firms and areas of practice so that the Committee is as representative of the membership as possible. The Bench-Bar Committee shall be responsible for communicating concerns and advancing the professional relationship between the members of the bar and the judges of Douglas County, Kansas.

Section 4. The Young Lawyers Committee shall be composed of the board of directors of the Young Lawyers Section selected in accordance with the bylaws of the Young Lawyers Section. The Young Lawyers Section shall consist of members who have practiced law in Douglas County, Kansas, for less than five years or who are less than thirty-six years of age. The Young Lawyers Committee shall be responsible for organizing an ongoing public relations campaign culminating in the observance of Law Day on or near May 1 of each year and organizing meetings with speakers who will discuss topics of interest to the bar. In the event that there is not a current president of the Young Lawyers Section, the president of the corporation may organize a committee to coordinate Law Day.

Section 5. The Law Library Trustee Committee shall be composed of the vice-president of the corporation and two other members. Each of the five currently-existing attorney members shall serve out his, her, or their term until March 31, 2023. In 2023, the president shall designate each of the two members for a term ending March 31, 2024, and March 31, 2025, with no two members to serve the same term. Thereafter, all terms, except unexpired terms and the term of vice-president, shall be two years. At the beginning of his, her, or their term, the

president shall appoint or reappoint a member of the vacant position on the Committee.

Section 6: The Awards and Recognition Committee shall be composed of the immediate past-president, the secretary, and any committee members the past-president feels necessary to accomplish the goals of the committee. The Committee shall accept nominations and choose recipients for appropriate awards to honor worthy members and others at the annual Law Day celebration, with the exception of the Liberty Bell Award, which shall be awarded by the Young Lawyers section or the designated Law Day committee. The Awards and Recognition Committee shall also provide recognition for members who have achieved notable years of membership in the bar, and assist with memorializing members who have died.

Section 7. Special or advisory committees may be appointed by the president to investigate and study matters relating to specific purposes, business or objects of the corporation, for such term as the president may direct.

Section 8. A majority of the board of directors may remove any members of any committee, other than the Young Lawyers Committee, for cause. In the event of removal, resignation, death or disqualification of any members of any committee, other than the Young Lawyers Committee, the president shall appoint a successor for the unexpired term.

ARTICLE VIII – WAIVER OF NOTICE

Whenever notice is required to be given under any provision of these bylaws, a written waiver thereof, signed by the person entitled to notice, which may be sent by email, whether before or after the time stated therein, shall be deemed equivalent notice. Attendance of a person at a meeting shall constitute waiver of notice.

ARTICLE IX – COMPENSATION

Officers and members of the board of directors of the corporation shall serve without compensation. Any member, officer or director may be compensated or reimbursed for services

actually rendered or expenses actually incurred by him or her for the corporation with prior approval of the president or secretary.

ARTICLE X – NEGOTIABLE INSTRUMENTS

Checks, promissory notes, and other instruments for the payment of money shall be signed by such persons as may from time to time be designated by the board of directors.

ARTICLE XI – CORPORATE SEAL

The corporation shall not have a seal.

ARTICLE XII – AMENDMENTS TO BYLAWS

The bylaws may be amended at a regular or special meeting of the members by majority action.

ARTICLE XIII – FISCAL YEAR

The Fiscal year of the corporation shall run from April 1 to March 31.

Revised October 5, 2023