

DISTRICT OF COLUMBIA BAR

BY-LAWS

Article 1—Officers and Board of Governors

- Section 1 Officers
- Section 2 Board of Governors
- Section 3 President and President-Elect as Delegates to House of Delegates of American Bar Association

Article 2—Nominations and Elections

- Section 1 Committee on Nominations
- Section 2 Duties of Committee on
- Section 3 Nominations Notifying Members of
- Section 4 Nominations Other Nominations
- Section 5 Voting
- Section 6 Counting Votes
- Section 7 Failure of an Elected Candidate to Assume the Office of President or President-Elect
- Section 8 Special Elections
- Section 9 Vacancies Arising in the Board of Governors or in the Office of Secretary or Treasurer
- Section 10 Counting of Votes in a Bar Referendum

Article 3—Dues and Registration: Suspension and Reinstatement

- Section 1 Annual Dues
- Section 2 Suspension for Nonpayment of Dues
- Section 3 Reinstatement After Suspension for Nonpayment of Dues or Failure to Register
- Section 4 Reinstatement of Inactive (Retired) or Resigned Member
- Section 5 Admission After Non-Registration
- Section 6 Retroactive Reinstatement
- Section 7 Special Legal Consultant
- Section 8 Form of Notice; Deadlines

Article 4—Mandatory Course for New Admittees

- Section 1 Mandatory Course
- Section 2 Suspension for Failure to Complete the Mandatory Course on the District of Columbia Rules of Professional Conduct and District of Columbia Practice
- Section 3 Reinstatement
- Section 4 Retroactive Reinstatement
- Section 5 Form of Notice; Deadlines

DISTRICT OF COLUMBIA BAR BY-LAWS

Article 5—Meetings

- Section 1 Order of Business at Meetings of the Bar
- Section 2 Regular and Special Meetings of the Board of Governors
- Section 3 Emergency Meetings of the Board of Governors
- Section 4 Parliamentary Rules
- Section 5 Quorum
- Section 6 Voting at Regular, Special or Emergency Board Meetings
- Section 7 Action in Lieu of a Meeting

Article 6—Committees

Article 7—Indemnification

- Section 1 Mandatory Indemnification
- Section 2 Advancing Expenses
- Section 3 Non-Exclusivity of Indemnification Under Article VI
- Section 4 Insurance

In effect until June 30, 2022

DISTRICT OF COLUMBIA BAR BY-LAWS

Article I—Officers and Board of Governors

Section 1. Officers

The President (in a case where there is a vacancy in the office of President-Elect), the President-Elect, the Secretary and the Treasurer of the District of Columbia Bar shall be elected from a list of candidates nominated in the manner herein prescribed and shall take office at the close of the annual meeting and shall hold office until their successors take office. The President-Elect shall succeed to the office of President in the year following his or her election.

Section 2. Board of Governors

The elected members of the Board of Governors shall be elected from a list of candidates nominated in the manner herein prescribed and shall take office at the close of the annual convention immediately following their elections. Three non-lawyers shall be elected by the Board as non-voting members of the Board. The Nominations Committee shall recommend to the Board names of individuals to serve as non-lawyer members of the Board. Preference should be given to non-lawyers who have served successfully on Bar committee and task forces. All members shall hold office until their successors take office.

Section 3. President and President-Elect as Delegates to House of Delegates of American Bar Association

The President and President-Elect of the Bar shall serve as Delegates to the House of Delegates of the American Bar Association. In the event that the President or President-Elect is unable to attend a meeting of the House of Delegates, or is serving as a Delegate by reason of another election, the Board shall elect another active member of the Bar to serve instead.

In effect until June 30, 2022

Article II—Nominations and Elections

Section 1. Committee on Nominations

The President, with the approval of the Board of Governors shall appoint a Committee on Nominations whose members shall serve a one-year term. The Committee on Nominations shall consist of seven active members of the District of Columbia Bar who are not officers or members of the Board of Governors. In addition to the President who is an ex officio member with full voting rights on all committees, the immediate past president shall be an ex officio member of the Committee on Nominations with full voting rights. No active member of the Bar other than ex officio members shall be eligible to serve on such committee if he or she previously served as a member of the Committee on Nominations for a total of three years. *[Amended October 16, 2018]*

Section 2. Duties of Committee on Nominations

(a) The Committee on Nominations shall nominate at least one and not more than three active members for each of the offices of President-Elect, Secretary and Treasurer. In the event the office of President-Elect is vacant, then the Committee on Nominations shall nominate at least one and not more than three active members for the office of President. *[Amended April 2, 2021]*

(b) The Committee on Nominations shall nominate at least two and not more than three active members for as many vacancies on the Board of Governors as are to be filled at the ensuing election.

(c) The Committee on Nominations shall also nominate at least one more nominee than the total number of vacancies to be filled but not more than two for each vacancy (other than two positions which are filled by the President and President-Elect of the Bar) as delegates to the American Bar Association to be filled at the ensuing election. Candidates must be active members of the Bar and also be members of the American Bar Association. Without prejudice to the nomination of persons of any age for the other positions as delegates to the American Bar Association, to comply with Section 6.4 of the American Bar Association's Constitution which requires that at least one delegate must have been admitted to practice in his or her first bar within the past five years, or must be less than 36 years old at the beginning of his or her term, the Committee on Nominations shall nominate at least two and not more than three active members of the Bar and those nominees shall be separately slotted on the ballot and shall run against each other for one delegate position. Candidates must be active members of the Bar and also be members of the American Bar Association. *[Amended February 6, 2007; June 7, 2016]*

(d) The Committee on Nominations may not nominate any of its members for any position on the ballot.

(e) The Committee on Nominations shall submit its report to the Secretary no later than the regular April meeting of the Board of Governors preceding that year's annual meeting. *[Amended March 25, 2021]*

DISTRICT OF COLUMBIA BAR BY-LAWS

Section 3. Notifying Members of Nominations

The Secretary shall, no later than 5 business days after receiving the report from the Committee on Nominations, announce the list of candidates for that year's election. *[Amended April 2, 2021]*

Section 4. Other Nominations

Other nominations for any position except for the office of President and the office of President-Elect may be made by written petition signed by at least one-half of one percent of the active members of the District of Columbia 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 not later than fourteen (14) calendar days after the announcement of nominations. 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 handwritten, legible signatures accompanied by the District of Columbia Bar member identification numbers of the signers.

Section 5. Voting

Voting shall be by secret ballot. The Secretary shall prepare a formal ballot containing the names of all nominees, listed in an order to be determined by lot, for the respective positions and indicating the number to be voted for. At least twenty-five (25) days before the time set for tabulating the votes, the Secretary shall distribute to each active member in good standing a ballot, and voting instructions. The Secretary shall comply with such other rules as the Board of Governors may have adopted, including provisions to insure secrecy of the votes and to prevent use of the ballots by persons ineligible to vote. For votes to be valid, they must be received within the time set by the Board of Governors for reviewing the voting results and must comply with the procedures set forth in the written instructions. *[Amended February 10, 2020]*

Section 6. Counting Votes

The votes shall be reviewed at the time fixed by the Board of Governors. Prior thereto, at the direction of the Secretary, the Chief Executive Officer or his or her designee shall prepare a list of names of active members of the Bar in good standing as of April 15 of the election year. Only the votes of those active members in good standing as of the close of business April 15 shall be counted. If April 15 falls on a weekend or holiday for the Bar offices, the list of eligible voters shall include all active members in good standing as of the close of business on the Bar's first business day following April 15. The Secretary shall be present when the voting results are received. The results of the voting shall be formally announced by the Secretary to the Bar at its annual meeting and the candidates receiving the highest number of votes for their respective offices shall be declared duly elected. If the office of Secretary is vacant, or if the Secretary is unable to fulfill his or her duties, the President shall assume the duties of the Secretary as described in this Section. The President shall preside over challenges made to the elections process and may exercise the discretion to elevate the issue to the Board whose decision shall be final. *[Amended February 10, 2020]*

DISTRICT OF COLUMBIA BAR BY-LAWS

Section 7. Failure of an Elected Candidate to Assume the Office of President or President-Elect

In the event of death, disability, or resignation of the candidate with the highest number of votes for the office of President or President-Elect prior to the time he/she assumes such office, an election shall be held in the manner provided by Article II, Section 9, below.

Section 8. Special Elections

In the event of a special election for the office of President or President-Elect, as required by the second paragraph of Rule III, Section 3, or by Article II, Section 8, above, the nominating and voting procedure shall be as otherwise provided in this Article II but with the following exceptions.

1. The Board of Governors shall select a Committee on Nominations within fifteen (15) days of the notice of the vacancy.
2. The Committee on Nominations shall submit its report to the Secretary not more than fifteen (15) days after its selection by the Board.
3. The Secretary shall mail a list of such nominations to each active member not more than seven (7) days after receiving the Committee on Nominations' report.
4. Petitions for other nominations shall be filed with the Secretary not more than twenty-one (21) days after the mailing of the notice of nominations to the membership.
5. Election ballots shall be mailed by the Secretary at least twenty-one (21) days prior to the time set for reviewing the votes.

Section 9. Vacancies Arising in the Board of Governors or in the Office of Secretary or Treasurer

Except with respect to the offices of President and President-Elect (which are governed by Section 8, above), in the event of death, disability, or resignation of any member of the Board of Governors or any holder of the office of Secretary or Treasurer, or in the event of the failure of any elected candidate for such membership or such office to assume his or her position, the vacancy created by such death, disability, resignation, or failure to assume membership or office shall be filled by the non-elected candidate for that membership or office receiving the highest number of votes, in the most recent regular annual election, of those non-elected candidates willing and available to serve as that replacement. The term of the replacement member or officer shall expire on the expiration date of the term of that member or officer whose position the non-elected candidate replaced.

Section 10. Counting of Votes in a Bar Referendum

In any referendum conducted pursuant to Rule VII of the Rules of the District of Columbia Court of Appeals, the Secretary shall be responsible for the counting of ballots, unless the Board of Governors, by a majority vote, otherwise directs. If the office of Secretary is vacant, or if the Secretary is unable to fulfill his or her duties, the President shall assume the duties of the Secretary as described in this Section. The President shall preside over challenges made to the referendum process and may exercise the discretion to elevate the issue to the Board whose decision shall be final. *[Amended February 10, 2020]*

Article III—Dues and Registration: Suspension and Reinstatement

Section 1. Annual Dues

- (a.)
1. Membership dues for the fiscal year from July 1 to June 30 of each year shall be due and payable to the Treasurer on July 1 of each year. For the 2022-23 license year, such dues shall be \$324.00 for active members, \$202.00 for inactive, and \$150.00 for judicial members. [Amended March 8, 2022]
 2. A member may become an inactive retired member on a non-dues paying basis by certifying (a) that he/she (i) has been an active member of the Bar of the District of Columbia for five years (two years of any combination of inactive or judicial membership may be substituted for one year of active membership to satisfy this requirement); (ii) has been engaged in the practice of law in the District of Columbia or elsewhere for a total of twenty-five (25) years; and (iii) has retired from the practice of law (except, as provided in D.C. App. R. 49, on a pro bono basis), or (b) that he/she is totally disabled and is thus unable to practice law. [Amended February 10, 2020]
- (b.) Any increase of dues shall not take effect until forty-five (45) days after action by the Board of Governors.
- (c.)
1. Any person who is sworn into the Bar between July 1 and December 31 inclusive shall pay a full year's dues; those members who are sworn in between January 1 and April 30 inclusive shall pay one-half the annual dues. Any member who is sworn in after April 30 shall not be required to pay any dues until the following fiscal year.
 2. If a member changes status from active to inactive or judicial during the year, there shall be no refund of dues. A change of status from inactive or judicial to active shall require full dues if the change is made on or before December 31, and one-half of the annual dues if the change is made after that date, less any amounts previously paid for that year. There shall be no refund of dues if a member resigns or is suspended for any reason.
 3. If a member seeks to change status to active after such attorney has been in any status other than active for five (5) years or more, such attorney shall complete the Course on the District of Columbia Rules of Professional Conduct and District of Columbia Practice ("Mandatory Course" or "Course") and shall submit certification of completion of the Course at the time of the request for status change.¹ [Amended September 15, 2020]

¹ Section 1(c) (3) (C), pertaining to Refresher Compliance, has been deleted.

Section 2. Administrative Suspension for Nonpayment of Dues

- (a.) If the annual dues of any member have not been received by July 15 of the year in which the dues are due and payable, the Treasurer or his/her delegate shall send on forthwith to the member notice that his/her dues have not been paid, that a late charge of \$50.00 has been added to the unpaid dues, and further, that unless any unpaid late charges and any unpaid dues are received by September 30, the membership of such member shall be, and hereby is, automatically suspended administratively pursuant to this Section. The date of receipt shall be determined by the actual date of receipt of a payment by mail or a postmark on or before the due date, a delivery service or commercial carrier "ship date," the date on a check issued by an online banking service, the date that the member pays at the District of Columbia Bar's headquarters during normal business hours, the date of an online dues payment, the date on which the member submits valid credit card information via fax transmission to the Member Service Center of the Bar, or by other means as specified by the Board of Governors. In the event of administrative suspension, the Secretary or his/her delegate shall notify the clerks of the Court of Appeals and the Superior Court of the suspension. *[Amended May 14, 2018]*
- (b.) Newly admitted and reinstated members will be invoiced for annual dues in the same month in which they are admitted or reinstated. If the annual dues of any newly admitted or reinstated member are not received sixty (60) days after the date of his/her initial annual dues notice, the Treasurer or his/her delegate shall send to the member notice that his/her dues have not been paid. If the dues of the member have not been received no later than ninety (90) days from the date of the initial annual dues notice, the Treasurer or his/her delegate shall send forthwith to the member notice stating that a late charge of \$50.00 has been added to the unpaid dues. Unless the dues and late charge are received no later than one hundred twenty (120) days from the date of the initial annual dues notice, the membership of such member shall be, and hereby is, automatically suspended administratively pursuant to this Section. The date of receipt shall be determined by the actual date of receipt of a payment by mail or a postmark on or before the due date, a delivery service or commercial carrier "ship date," the date on a check issued by an online banking service, the date that the member pays at the District of Columbia Bar's headquarters during normal business hours, the date of an online dues payment, the date on which the member submits valid credit card information via fax transmission to the Member Service Center of the Bar, or by other means as specified by the Board of Governors. In the event of administrative suspension, the Secretary or his/ her delegate shall notify the clerks of the Court of Appeals and the Superior Court of the suspension. *[Amended April 14, 2015]*

Section 3. Reinstatement After Administrative Suspension for Nonpayment of Dues or Failure to Register

- (a.) Any member suspended administratively pursuant to Section 2 (a) or (b) above for failure to pay dues or file a registration statement shall be reinstated by the Chief Executive Officer upon (i) submission of a request, in writing or through such electronic means as the District of Columbia Bar may provide on its website, for reinstatement; (ii)

DISTRICT OF COLUMBIA BAR BY-LAWS

submission of a registration statement, if suspension was for failure to file such; (iii) payment of dues for the year of reinstatement plus, in lieu of any prior year dues or late charges, a reinstatement fee of \$280.00; (iv) submission of certification of completion of the Course on the District of Columbia Rules of Professional Conduct and District of Columbia Practice, if such attorney was admitted after July 1, 1994, and has not yet completed the course or such attorney has been suspended for five (5) years or more; and (v) submission of a statement that the member is not suspended, temporarily suspended, or disbarred by any disciplinary authority. In all other instances, reinstatement may be made by the Board of Governors in its discretion and upon such terms and conditions as it deems appropriate. *[Amended November 14, 2017]*

- (b.) Any member suspended administratively pursuant to Section 2 (a) or (b) for failure to pay the late charge shall be reinstated after payment of the late charge if the request for reinstatement is received by June 30 of the fiscal year in which the suspension occurred. If the request for reinstatement from suspension for nonpayment of the late charge is received after June 30 of the fiscal year in which the suspension for the late charge occurs, the member shall be reinstated by the Chief Executive Officer in accordance with Section 3(a) above. The date of receipt shall be determined by the actual date of receipt of a payment by mail or a postmark on or before the due date, a delivery service or commercial carrier "ship date," the date on a check issued by an online banking service, the date that the member pays at the District of Columbia Bar's headquarters during normal business hours, the date of an online dues payment, the date on which the member submits valid credit card information via fax transmission to the Member Service Center of the Bar, or by other means as specified by the Board of Governors. *[Amended April 14, 2015]*

Section 4. Reinstatement of Inactive (Retired) or Resigned Member

- (a.) Any attorney who has assumed retired inactive membership status under Section 1 (a) (3) of this Article or has voluntarily resigned his/her membership in the Bar under Section 7 of Rule II shall be reinstated by the Chief Executive Officer to active, inactive, or judicial membership upon (i) submission of a request, in writing or through such electronic means as the District of Columbia Bar may provide on its website, for reinstatement; (ii) payment of applicable current year dues plus a reinstatement fee of \$100 (except that the reinstatement fee is waived for the period July 1, 1999 to December 31, 1999); (iii) submission of a statement that the member has not been suspended for cause or disbarred by any disciplinary authority and that there are no complaints or charges against the member pending before any disciplinary authority; and (iv) if the attorney is reinstating to active status, submission of certification of completion of the Course on the District of Columbia Rules of Professional Conduct and District of Columbia Practice (Mandatory Course), if such attorney was admitted after July 1, 1994, and has not yet completed the Course or if such attorney has not been an active member of the Bar for five (5) years or more. In all other instances, reinstatement of a member to active, inactive, or judicial membership may be made by the Board of Governors in its discretion and upon such terms and conditions as it deems appropriate. *[Amended September 15, 2020]*
- (b.) Reinstatement of an attorney to D.C. Bar active membership shall not become effective until all of the conditions of this Section have been met.

DISTRICT OF COLUMBIA BAR BY-LAWS

Section 5. Admission after Non-Registration

Any member of the Bar of the District of Columbia Court of Appeals who failed to register with the District of Columbia Bar in accordance with Rule II, Section 2, of the Rules of the District of Columbia Court of Appeals Governing the Bar of the District of Columbia may, upon (i) submission of a signed statement that he/she was unaware of the registration requirements which also meets the requirements of Section 3 of this Article; and (ii) submission of certification of completion of the Course on the District of Columbia Rules of Professional Conduct and District of Columbia Practice, be registered as a member in good standing upon payment of current year dues plus a registration fee of \$250.00. Such registration shall be effective retroactively, as of the date of such original eligibility.

Section 6. Retroactive Reinstatement

If the Board of Governors deems it appropriate, it may reinstate an attorney to membership under Sections 3 and 4 above retroactively, as of the date of suspension, assumption of inactive membership status, or voluntary resignation, as the case may be. An appropriate case for purposes of the foregoing sentence shall be only one in which it is apparent that the suspension, assumption of inactive status, or resignation resulted from error or omission on the part of the Bar.

Section 7. Special Legal Consultants

Any person licensed by the District of Columbia Court of Appeals as a Special Consultant shall be treated for purposes of this Article III as an active member and shall be required to pay the same membership dues as an active member.

Section 8. Form of Notice; Deadlines

All notices hereunder sent to a member shall be sent in writing by first class mail. If a notice is postmarked later than the date of the notice, the date of the postmark shall control. The deadline for a date hereunder that may fall in that given year on a weekend or District of Columbia holiday shall be the next regular business day.

ARTICLE IV – Mandatory Course for New Admittees

Section 1. Mandatory Course

Pursuant to an order of the District of Columbia Court of Appeals of February 24, 1994, any attorney admitted to the Bar of the District of Columbia after July 1, 1994, must complete the Mandatory Course on the District of Columbia Rules of Professional Conduct and District of Columbia Practice within twelve (12) months of admission to the Bar. The District of Columbia Bar shall offer the course at least six (6) times a year.

Section 2. Suspension for Failure to Complete the Mandatory Course on the District of Columbia Rules of Professional Conduct and District of Columbia Practice

If a member admitted after July 1, 1994, regardless of status, has not completed the Mandatory Course on the District of Columbia Rules of Professional Conduct and District of Columbia Practice (“Mandatory Course”) within ten (10) months of admission to the Bar, the Secretary, or his/her delegate shall send forthwith to the member notice (“10-month notice”) that the member is not yet in compliance, and that unless the member completes the Mandatory Course by the conclusion of the 14th month after the month of admission to the Bar, the membership of such member shall be, and is, automatically suspended pursuant to this Section. If the member has not completed the Mandatory Course within twelve (12) months of admission to the Bar, the Secretary or his/her delegate shall send forthwith to the member notice (“12-month notice”) that the member is not in compliance, and that unless the member completes the Mandatory Course by the conclusion of the 14th month after the month of admission to the Bar, the membership of such member shall be, and is, automatically suspended pursuant to this Section. In the event of suspension, notice shall be sent to the member. The Secretary or his/her delegate shall notify the clerks of the D.C. Court of Appeals and the D.C. Superior Court of the suspension. *[Amended September 15, 2020]*

Section 3. Reinstatement

Any member suspended pursuant to Section 2 above for failure to complete the course on the District of Columbia Rules of Professional Conduct and District of Columbia Practice shall be reinstated by the Chief Executive Officer upon (i) submission of a written request for reinstatement; (ii) submission of certification of completion of the course on the District of Columbia Rules of Professional Conduct and District of Columbia Practice; (iii) payment of any due but unpaid dues and late fee; (iv) payment of a reinstatement fee of \$50.00; and (v) submission of a statement that the member is not suspended, temporarily suspended, or disbarred by any disciplinary authority. *[Amended June 9, 2010]*

Section 4. Retroactive Reinstatement

In an appropriate case, the Board of Governors may reinstate an attorney to membership under Section 3 above retroactively, as of the date of suspension. An appropriate case for purposes of

DISTRICT OF COLUMBIA BAR BY-LAWS

this section shall be only an instance in which the suspension resulted from error or omission on the part of the Bar. In such case, the reinstatement fee referred to in Section 3 may be waived. *[Amended September 15, 2020]*

Section 5. Form of Notice; Deadlines

The 10-month notice and 12-month notice hereunder sent to a member shall be sent to the member's preferred email address contained in the member's official Bar record. The 14-month notice of suspension hereunder sent to a member shall be sent in writing by first class mail and by email to the member's preferred addresses in the member's official Bar record. If a notice sent by first class mail is postmarked later than the date of the notice, the date of the postmark shall control. The deadline for a date hereunder that may fall in that given year on a weekend or District of Columbia holiday shall be the next regular business day. *[Amended September 15, 2020]*

In effect until June 30, 2022

Article V—Meetings

Section 1. Order of Business At Meetings of the Bar

1. At each annual meeting of the Bar the order of business shall be as follows:
 1. Reading and approving of minutes of the preceding meeting
 2. Report of Board of Governors
 3. Report of Treasurer
 4. Report of Elections
 5. Report of the Standing Committees
2. In the interest of conserving time, the reading of minutes and the full reports may be dispensed with upon vote of the membership.
3. Prior to any meeting of the membership at which approval is sought for the Board of Governors to express its views on legislation or to file a brief amicus curiae, the membership shall be given reasonable notice of the subject matter of any such vote and the position urged by the Board. There shall be a reasonable opportunity for the expression of differing views at such meeting.

Section 2. Regular and Special Meetings of the Board of Governors

The Board of Governors shall hold up to eight (8) regular meetings per fiscal year. The dates and locations of the Board's regular meetings shall be announced by the Board no later than June 30 of the prior fiscal year. Reasonable written notice of the time and place of such meetings shall be provided to all members of the Board of Governors, to the Section Chairs, and to the presidents of the voluntary bar associations, who shall be invited to attend all meetings of the Board. For good cause, the Board may change the date of any regularly scheduled meeting, and no notice to the membership of such change or of the time and place of regular meetings shall be required. In addition to the regular meetings, there may be special meetings during the year. At any regular or special meeting, but not at any emergency meeting of the Board, any business may be transacted which is within the power of the Board, whether or not specified in the call or notice of the meeting, provided that two-thirds of the voting members of the Board present vote to add the matter to the agenda. All meetings of the Board shall be open to the public except those portions which the Board determines to hold in executive session. *[Amended June 8, 2021]*

Section 3. Emergency Meetings of the Board of Governors

The President may call an emergency meeting of the Board of Governors on less than five days' notice providing there is the approval by telephone or otherwise, of at least two-thirds of the voting membership of the Board of Governors. In such case, a meeting may be held, but the matters to come before such meeting shall be limited to the matters which are of an emergency nature, and which were the object of the call of the meeting. *[Amended April 14, 2015]*

Section 4. Parliamentary Rules

The parliamentary rules of practice contained in Robert's Rules of Order, as revised, shall govern all meetings in all cases to which they are applicable and in which they are not inconsistent with the By-laws or the Rules Governing the Bar of the District of Columbia.

Section 5. Quorum

Nine (9) voting members shall constitute a quorum for calling a Board of Governors meeting to order, and eleven (11) voting members shall constitute a quorum for taking action on any matter, except as provided in Rule IX and Rule XV of the Rules Governing the Bar of the District of Columbia. [Amended April 14, 2015] [*"Rule IX and" inserted as a ministerial correction*]

Section 6. Voting at Regular, Special or Emergency Board Meetings

In order to vote, a Board member must be in attendance at a meeting (in person or by telephone) at the time a vote is taken.

All votes taken at a meeting shall be by voice vote or, as appropriate, by a vote cast by ballot. Members participating in the meeting by telephone shall cast their votes in any of the following methods: by telephone, email, facsimile, or through the Internet or other reliable technologies that may become available and are approved by the Board. These votes shall be transmitted simultaneously with the votes cast by members attending the meeting in person. All votes shall be recorded in writing by the Secretary.

Section 7. Action in Lieu of a Meeting

The Board may take an official action in between regular meetings when the President determines that such an action is necessary prior to the next regular meeting, and also determines that calling a special or emergency meeting is not feasible and/or not necessary.

The proposed action in lieu of a meeting shall be presented to the Board in writing and a time limit for voting specified.

Voting shall take place using any of the following methods: by telephone, email, facsimile, or through the Internet or other reliable technologies that may become available and are approved by the Board. All votes shall be recorded in writing by the Secretary. Any action must be approved by a majority of those voting. The number of those voting must constitute a quorum as defined in the By-laws.

Article VI—Committees

Section 1

There shall be such standing or special committees as shall be determined by the Board of Governors. The President shall be an ex officio member with full voting rights on all committees. The President-Elect shall be an ex officio member with full voting rights on all committees except for the Committee on Nominations.

Section 2

There shall be the following standing committees of the Bar which shall be chosen as provided for herein: Attorney/Client Arbitration Board, Audit, Budget, Communities, Continuing Legal Education, Executive, Finance, Global Legal Practice, Judicial Evaluation, Lawyer Assistance, Leadership Development, Legal Ethics, Pension, Regulations/Rules/Board Procedures, Rules of Professional Conduct Review, and Screening. All other committees shall be designated special committees of the Bar and shall be automatically terminated two years after their creation unless the Board votes to renew their mandate for additional periods not to exceed one year at a time. The date of creation of a special committee is the date when the Board appoints a majority of its members, unless another date is designated by the Board. Except as provided below, all committees of the Bar shall be appointed by the President with the approval of the Board of Governors. In connection with the creation of any special committee, the communities of the Bar, through their elected representatives, shall be consulted and provision made for their representation on such committees. Except as provided in the preceding sentence, nothing herein applies to the creation or composition of steering committees thereof, which shall be governed by the Communities Policies and Procedures.

Attorney/Client Arbitration Board

The Board shall consist of seven active lawyer members and four non-lawyer members, appointed for staggered three-year terms in accordance with the Screening Committee Appointment Procedures, with no person to serve more than two consecutive terms.

Audit

The Audit Committee shall consist of three members of the Board the majority of whom have completed at least one year of service on the Board, and two persons who, by virtue of training and/or occupation, are knowledgeable about finance and audits, all of whom are appointed by the President with the approval of the Board to staggered three-year terms. The Immediate-Past President and Treasurer shall not serve on the Audit Committee. *[Amended July 14, 2020]*

Budget

The Budget Committee shall be chaired by the President-Elect of the Bar and shall include the President, the Treasurer, one representative designated by the Board on Professional Responsibility, and three other voting members of the Board of Governors appointed by the President with the approval of the Board for one-year terms.

DISTRICT OF COLUMBIA BAR BY-LAWS

Communities

The Communities Committee shall consist of 11 active members of the Bar, appointed by the President with the approval of the Board, for staggered two-year terms, with no person to serve more than three consecutive terms.

Continuing Legal Education

The Committee shall consist of not more than 15 active members of the Bar, appointed by the President with the approval of the Board, for staggered two-year terms, with no person to serve more than three consecutive terms.

Executive

The Committee shall consist of the President, President-Elect, Immediate Past-President, and four other voting members of the Board, appointed by the President with the approval of the Board for one-year terms.

Finance

The Committee shall consist of the immediate Past-President as Chair, the current Bar Treasurer, and three members appointed by the President with the approval of the Board. The three members of the Committee shall serve staggered three-year terms with no person serving more than two consecutive terms.

Global Legal Practice

The Committee shall consist of not more than 11 members of the Bar and two non-lawyer professional members, appointed by the President with the approval of the Board, for staggered two-year terms, with no person to serve more than three consecutive terms.

Judicial Evaluation

The Committee shall consist of seven active members of the Bar who shall be appointed by the President with the approval of the Board, for staggered three-year terms, with no person to serve more than two consecutive terms.

Lawyer Assistance

The Committee shall consist of not more than 15 members of the Bar and two non-lawyer members, appointed by the President with the approval of the Board, for staggered two-year terms, with no person to serve more than three consecutive terms.

In effect until June 30, 2022

Leadership Development

The Committee shall consist of not more than 15 persons, appointed by the President, with the approval of the Board for staggered two-year terms, with no person to serve more than three consecutive terms.

Legal Ethics

The Committee shall consist of 11 active members of the Bar and four non-lawyers, to be appointed by the Board of Governors for staggered three-year terms, in accordance with the Screening Committee Appointment Procedures, with no person to serve more than two consecutive terms.

Pension

The Committee shall consist of the President, the immediate Past-President, and three persons, who, by virtue of training and/or occupation, are knowledgeable about pensions and pension plans, and are appointed by the President with the approval of the Board to staggered three-year terms. The immediate Past-President shall serve as Chair.

Regulations/Rules/Board Procedures

The Committee shall consist of five active members of the Bar, appointed by the President with the approval of the Board, for staggered two-year terms, with no person to serve more than three consecutive terms.

Rules of Professional Conduct Review

The Committee shall consist of not more than 15 active members of the Bar, who shall be appointed for staggered two-year terms, in accordance with the Screening Committee Appointment Procedures, with no person to serve more than three consecutive terms.

Screening

The Committee shall consist of five persons appointed by the President with the approval of the Board in July of each year for one-year terms, with no person to serve more than three consecutive terms. Of the five members, three shall be attorney members of the Board, one shall be a non-lawyer member of the Board, and one shall have been a member of the most recent Committee on Nominations.

Nominations

The President shall designate annually one member of each committee to serve as chair and, as appropriate, one member to serve as co-chair or vice-chair, subject to the approval of the Board. To the extent possible, any committee appointments or designations by the President, subject to the approval of the Board, shall be made no later than the October Board meeting each year. In

In effect until June 30, 2022

DISTRICT OF COLUMBIA BAR BY-LAWS

the event that a vacancy exists by reason of an expiration of the term of office, the incumbent may continue to serve until a replacement has been chosen by the President and approved by the Board. The prohibitions against consecutive service contained herein shall apply only where the terms served were full terms.

Section 3

If any committee member fails to attend three consecutive committee meetings, the committee chairperson, after consultation with the President of the Bar, may remove the committee member from the committee.

In effect until June 30, 2022

Article VII—Indemnification

Section 1. Mandatory Indemnification

- a. The District of Columbia Bar shall indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or on behalf of the District of Columbia Bar), because he or she is or was an officer of the Bar, a member of the Board of Governors, an elected or appointed official of a Section, a member of a Committee of the Bar, a member of the Board on Professional Responsibility or its hearing committees or a monitor appointed either by the Court or the Board on Professional Responsibility, a practice monitor appointed by the Practice Management Service Committee pursuant to a diversion agreement encompassed by Rule XI of the Rules Governing the District of Columbia Bar, a member of or an arbitrator appointed by the Attorney/Client Arbitration Board, a trustee of the Clients' Security Fund, a paid employee of the Bar (including an employee of the Office of Bar Counsel and the Board on Professional Responsibility) under the following circumstances:
1. where he or she has been successful on the merits or otherwise in defense of any such action, suit or proceeding, and
 2. where he or she has settled the action or been unsuccessful on the merits and neither the Board nor an appropriate court has determined that the expenses have resulted from fraud, corruption, actual malice, or intentional wrongdoing on the part of the person claiming indemnification.

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

- b. Any indemnification under paragraph (a) of this Section shall be made by the District of Columbia Bar only as authorized in the specific case by the Board of Governors upon its determination that indemnification is appropriate. The Board of Governors shall make that determination and authorization by a majority vote of a quorum consisting of disinterested members or, if such a quorum is not obtainable, by a vote of the three most recent disinterested past Presidents of the Bar who are available to serve. The Board of Governors shall have the right, as a condition of granting indemnification, to approve in advance the choice of counsel as well as any settlement by the person requesting indemnification. The Board shall not unreasonably withhold its approval.

Section 2. Advancing Expenses

When an action covered by Section 1 above is pending or threatened, the District of Columbia Bar shall advance expenses (including reasonable attorney's fees) incurred by a person eligible for indemnification, upon (a) such terms and conditions as the Board of Governors, by a majority vote of a quorum of disinterested members or, if such a quorum is not obtainable, by a vote of the three most recent disinterested past Presidents of the Bar who are available to serve, deems

DISTRICT OF COLUMBIA BAR BY-LAWS

appropriate and (b) receipt of a promise by such person to repay such advances if it shall ultimately be determined that he or she is not entitled to be indemnified by the Bar as authorized under this Article.

Section 3. Non-Exclusivity of Indemnification Under Article VI

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any by-law, agreement, vote of the Board of Governors or members of the Bar, or otherwise

Section 4. Insurance

The District of Columbia Bar may purchase and maintain insurance on behalf of any person who is or was an officer of the Bar, a member of the Board of Governors, an elected or appointed official of a Section, a member of a Committee of the Bar, a member of the Board on Professional Responsibility or its hearing committees or a monitor appointed either by the Court or the Board on Professional Responsibility, a practice monitor appointed by the Practice Management Service Committee pursuant to a diversion agreement encompassed by Rule XI of the Rules Governing the District of Columbia Bar, a member of or an arbitrator appointed by the Attorney/Client Arbitration Board, a trustee of the Clients' Security Fund, a paid employee of the Bar (including an employee of the Office of Bar Counsel, the Board on Professional Responsibility, and the Pro Bono Program) against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such.[1]

[1] On May 10, 2000, the Board of Governors adopted the name change of the D.C. Bar Public Service Activities Corporation to the D.C. Bar Pro Bono Program. On May 18, 2000, the name change was certified by the government of the District of Columbia Department of Consumer and Regulatory Affairs. On June 9, 2015, the Board of Governors adopted the name change of the D.C. Bar Pro Bono Program to the D.C. Bar Pro Bono Center. On August 28, 2015, the name change was certified by the government of the District of Columbia Department of Corporations.

[2] On March 9, 2010, the Board of Governors approved the change in title of the Executive Director to Chief Executive Officer.