

BYLAWS OF THE BAR ASSOCIATION OF METROPOLITAN ST. LOUIS

Section 1. - Board

(a) The Board of Directors of the Bar Association of Metropolitan St. Louis ("Association") shall be known as the Board of Governors ("Board"). The Board shall consist of the following voting members: the President; the President-Elect; the Vice President; the Treasurer; the Secretary; the Immediate Past President; ten Members-at-Large; the Delegate(s) to the House of Delegates of the American Bar Association; the Chair from each active Division; and the Chair from each active Section. In addition, the Board shall include the following non-voting members: the Chair of the Continuing Legal Education Committee, the Chair-Elect of the Young Lawyers Division, and no more than three members in good standing of the Association appointed to the Board by the President as Presidential Liaisons.

(b) No member may simultaneously hold more than one voting position on the Board.

Section 2. - Duties of the Board

(a) The Board shall meet at least every other month to develop and implement policies of the Association. A simple majority of the voting members of the Board shall constitute a quorum. Special meetings of the Board may be called at any time by the President or by seven members of the Board.

(b) Each Bar Year shall begin on May 1st and continue until the next April 30th. Before the beginning of each Bar Year, the Board shall approve, with amendment if necessary, a budget proposed by the Executive Committee showing anticipated receipts and disbursements for the next following fiscal year.

(c) The Board may address substantive policies of the profession and may without limitation determine the Association's position on legislative issues.

(d) For purposes of this Section, a conflict of interest transaction is a transaction with the Association in which a Board member has a material interest. No conflict of interest transaction between the Association and a member of the Board shall be voidable or impose liability on the Board member solely on the basis of the conflict of interest, solely because the Board member is present at or participates in the meeting of the Board, or solely because the Board member's vote is counted for such purpose, if the material facts of the transaction and the Board member's interest are disclosed or are known to the Board, and the Board reasonably believes in good faith that the transaction is not unfair to the Association. A conflict of interest transaction shall be approved if it receives the affirmative vote of a simple majority of the Board members who have no direct or indirect interest in the transaction, even though less than a quorum, but such a transaction may not be approved by a single Board member. Common or interested Board members may be counted in determining the presence of a quorum at a meeting of the Board.

Section 3. - Councils

(a) The Association shall have a Past Presidents Council, and such other Councils as the Board establishes. Each Council shall be governed by rules adopted by the Board. The Chair of each Council shall be appointed annually by the President.

(b) The Past Presidents Council shall consist of every Past President of the Association who is a member in good standing of the Association. The Past Presidents Council shall meet at least once annually and may provide recommendations to the Board concerning governance of the Association and actions to be taken by the Board.

Section 4. - Divisions

(a) The Association shall have a Young Lawyers Division, and such other Divisions as the Board establishes. Each Division shall have the power to adopt rules and bylaws for its own government, including those pertaining to procedures for electing Division officers and appointment of committees and subcommittees of the Division, not inconsistent with any rules and bylaws of the Association and subject to the approval by the Board. The Board may initially appoint officers of each Division as it deems necessary to effect organization of the Division. The Chair of each Division shall be determined no later than March 31 each year.

(b) The Young Lawyers Division shall consist of every member in good standing of the Association who has practiced less than five years, or who is less than 36 years old on the immediately preceding May 1. The Young Lawyers Division shall meet at least once annually and may provide recommendations to the Board concerning policies to be adopted and actions to be taken by the Board related to the constituents of the Division.

Section 5. - Sections

(a) The Association shall have such Sections as the Board establishes. Each Section shall have the power to adopt rules and bylaws for its own governance, including those pertaining to procedures for electing Section officers and appointment of committees and subcommittees of the Section. Such Section rules and bylaws shall not be inconsistent with any rules and bylaws of the Association, and are subject to the approval by the Board.

(b) The Board may initially appoint officers of each Section as it deems necessary to effect organization of the Section. The Chair of each Section shall be determined no later than March 15 each year.

(c) The Board shall have the power to dissolve any Section with two-thirds vote of those present at any regular or special meeting of the Board, or annual or special meeting of the membership.

Section 6. - Committees

(a) The Association shall have the following standing committees: Communications Committee, Finance Committee, Membership Committee, Continuing Legal Education (CLE) Committee, Nominating Committee, Elections Committee, and such other standing committees as the Board establishes. The Association shall have such Committees and Task Forces as the Board, Executive Committee, President or President-Elect establishes. Except as otherwise provided herein, the Chair of each Standing Committee or ad-hoc or specialty Committee shall be appointed annually by the President. Except as otherwise provided herein, the Chair of each Task Force shall be appointed by the entity that establishes it. Each Standing Committee shall have the power to establish subcommittees as necessary, and the Chair of the Standing Committee shall appoint the chair of the subcommittee.

(b) The Board shall have the power to dissolve any ad-hoc or specialty Committee or Task Force with two-thirds vote of those present at any regular or special meeting of the Board, or annual or special meeting of the membership.

(c) The Chair and members of each Standing Committee of the Association shall serve until April 30 following the effective date of their appointment unless otherwise provided in these Bylaws.

(d) The Chair and members of each Task Force of the Association shall serve until such committee is discharged by the establishing entity.

(e) (i) The Communications Committee shall consist of a Chair appointed by the President-Elect to a two-year term, the Secretary, who shall serve as Board Liaison for the Committee, the Chair of the editorial board of the "St. Louis Lawyer", the Chair of the editorial board of the "The St. Louis Bar Journal", and at least two other members appointed by the President.

(ii) The Communications Committee shall meet at least quarterly and may provide recommendations to the Board concerning policies to be adopted and actions to be taken by the Board related to internal and external communications of the Association to members, including: journals, newsletters and other periodicals, electronic correspondence, and websites.

(f) (i) The Finance Committee shall consist of ten members as follows: the President; the President-Elect; the Chair-Elect of the Young Lawyers Division; the Treasurer, who shall chair the Committee; and six other members not more than three of whom shall be Board members. Each of said six members shall serve three-year terms on a staggered basis, such that the terms of two members expire each year. The incoming President shall, with the consent of the Board, appoint two active members in good standing of the Association to serve on the Committee for three years. If an appointed member is unable to serve out his or her full term or must otherwise vacate his or her position, the Board may elect a member in good standing of the Association to replace the member for the duration of the term of the vacated position.

(ii) The Finance Committee shall meet at least quarterly, and shall in advance of March 1 prepare a draft budget showing anticipated receipts and disbursements for the next following fiscal year and recommend the proposed budget to the Executive Committee for consideration when deriving the budget for the Association. The Finance Committee may perform long term strategic financial analysis for the Association, and may provide recommendations to the Board concerning policies to be adopted and actions to be taken by the Board related to procedures and controls for the collection and disbursement of the funds of the Association, related to fiscal and investment policies of the Association, related to minimum cash / investment reserves to be maintained by the Association, related to accounting practices of the Association, and related to the annual audit.

(g) (i) The Membership Committee shall consist of a Chair appointed by the President-Elect to a two-year term, the Vice President, who shall serve as Board Liaison for the Committee, the Young Lawyers Division Membership Committee Chair, and at least two other members of the Association appointed by the President.

(ii) The Membership Committee shall meet at least quarterly and may provide recommendations to the Board concerning policies to be adopted and actions to be taken by the Board related to membership growth and membership benefits offered by the Association to members.

(h) (i) The Continuing Legal Education (CLE) Committee shall consist of: the Vice Chair, appointed by the President-Elect from the Members-at-Large, who shall automatically become Chair-Elect in the following Bar Year; the Chair-Elect, who shall automatically become Chair in the following Bar Year; the Chair or a Delegate from each active Division; and the Chair or a Delegate from each active Section; and two active members in good standing of the Association selected by the incoming Chair.

(ii) The CLE Committee shall call a meeting of all Division and Section Chairs at least twice annually to plan, coordinate and administer Continuing Legal Education programs of the Association, and may provide recommendations to the Board concerning policies to be adopted and actions to be taken by the Board related to such programs and events of the Association. The CLE Committee shall not have authority to make expenditures beyond those budgeted or approved by the Board, nor to solicit funds from any source without prior approval by the Executive Director, the Executive Committee, or the Board.

(i) Nominating Committee

(i) Committee Members

a. The nominating committee shall consist of seven (7) members:

1. One (1) Chair appointed by the President each year
2. One (1) Presidential Appointee appointed in even numbered years
3. One (1) Presidential Appointee appointed in odd numbered years

4. One (1) member appointed by the Chair of the Minorities in the Legal Profession (MILP) Section in even numbered years

5. One (1) member appointed by the Chair of the Women in the Legal Profession (WILP) Section in even numbered years

6. One (1) member appointed by the Chair of the Past Presidents Council in odd numbered years

7. One (1) member appointed by the Chair of the Young Lawyers Division (YLD) in odd numbered years

b. On or before May 31 of each year, the President shall appoint one (1) voting member in good standing of the Association, who is not then presently serving as an officer of the Association or as a Member-at-Large of the Board of Governors, to serve as the Chair of the Nominating Committee for one (1) year. The Chair shall be a voting member of the Committee.

c. On or before May 31 of each year, the President shall appoint one (1) voting member in good standing of the Association, who is not then presently serving as an officer of the Association or as a Member-at-Large of the Board of Governors, to serve as a voting member of the Nominating Committee for two (2) years.

1. For the inaugural Nominating Committee, the President shall appoint two (2) Presidential Appointees. By random drawing, one (1) of the appointed persons will be assigned to a term of one (1) year and the other appointed person will be assigned to a term of two (2) years.

d. On or before May 20 of even numbered years, the Chairs of the Minorities in the Legal Profession (MILP) Section and Women in the Legal Profession (WILP) Section shall each appoint one member of their group, who is a voting member in good standing of the Association, to serve as voting members of the Nominating Committee. If a Chair of the aforementioned groups fails to appoint a member of their group to the Nominating Committee on or before May 20 then the President shall appoint one member from that group on or before June 15. These members of the Nominating Committee shall serve on the Nominating Committee for two (2) years.

e. On or before May 20 of odd numbered years, the Chairs of the Past Presidents Council and Young Lawyers Division (YLD) shall each appoint one member of their group, who is a voting member in good standing of the Association, to serve as voting members of the Nominating Committee. If a Chair of the aforementioned groups fails to appoint a member of their group to the Nominating Committee on or before May 20 then the President shall appoint one member from that group on

or before June 15. These members of the Nominating Committee shall serve on the Nominating Committee for two (2) years.

f. In selecting persons for appointment to the Nominating Committee, the President and Chairs are to be guided by the principle that the composition of the Nominating Committee should be, to the extent possible, qualified and representative of the diverse elements of the Association's membership including, but not limited to, age, race, gender, sexual orientation, disability, geography, and areas and types of practice.

g. The Association's Executive Director shall serve as a nonvoting member and recording secretary of the Nominating Committee.

h. The names, addresses, and employer of the Nominating Committee members shall be presented to the Association's Executive Committee at its July meeting and to the Board of Governors at its July meeting. This information shall be published in the August issue of the St. Louis Lawyer magazine, and made publicly available on the Association's website not later than August 1 of each year.

i. No member of the Nominating Committee shall be eligible to run for a position listed in Section 6(i)(ii)(a)(1-5). No former member of the Nominating Committee shall be eligible to run for a position listed in Section 6(i)(ii)(a)(1-5) if, in the preceding year, that person was a member of the Nominating Committee.

j. If a vacancy occurs on the Nominating Committee, a successor shall be appointed by the position that appointed the vacated Committee seat. For example, if the Chair or a Presidential Appointee vacates their seat then the President shall appoint the replacement; if the Young Lawyers Division appointee vacates their seat then the Chair of the Young Lawyers Division shall appoint the replacement.

(ii) Responsibilities of the Nominating Committee

a. A call for nominations for the following officers of the Association shall be published in the August issue of the St. Louis Lawyer magazine, and published on the Association's website not later than August 1 of each year. Nominations shall be submitted to the Association's Executive Director in writing, on a form available from the Association's website, on or before September 15 of each year. The Association's Executive Director shall compile the nominations and submit them to the Nominating Committee for consideration.

1. President-Elect

2. Vice President

3. Treasurer

4. Secretary

5. American Bar Association Delegate (when such delegate is due to be elected)

b. On or before November 15 of each year, the Nominating Committee shall review the submitted nominations; and recruit additional potential nominees, meet the potential nominees, and select one (1) nominee for each of the offices listed in Section 6(i)(ii)(a)(1-5). Interviews of the potential nominees may be required, at the discretion of the Nominating Committee Chair, with advice of the members of the Nominating Committee. Any such interviews shall be completed not later than October 31 of each year.

c. In considering potential nominees and making its nominations, the Nominating Committee is to be guided by the principle that the Association's Board should be, to the extent possible, qualified and representative of the diverse elements of the Association's membership including, but not limited to, age, race, gender, sexual orientation, disability, geography, and areas and types of practice.

d. After the Nominating Committee has selected its nominees, the Chair of the Nominating Committee shall contact all of the selected and not selected nominees to inform them of the Nominating Committee's decision.

e. On or before December 10 of each year, the Nominating Committee shall prepare a report of its activities and decisions, and deliver it to the President. This report shall be published in the January issue of the St. Louis Lawyer magazine, and made publicly available on the Association's website not later than January 1 of each year.

(iii) The nominations made by the Nominating Committee shall be included on the election ballot prepared by the Elections Committee, and the election ballot shall designate the candidates who were nominated by the Nominating Committee. These candidates need not file an election petition to be included on the election ballot.

(iv) Members in good standing of the Association who were not nominated by the Nominating Committee but would like to run for office may file an election petition in accordance with Section 16 of these Bylaws and the Policies, Procedures, and deadlines established by Elections Committee.

(v) Should the member nominated for election by the Nominating Committee withdraw from the election prior to being elected then the Nominating Committee shall reconvene as soon as practical and select a new nominee for that position.

(j) (i) The Elections Committee shall consist of five members. The original composition of the Committee shall be one Association member appointed by each of the five Officers of the Association (see Section 7), subject to the consent of the Board. By random drawing, two of the

appointed persons will be assigned to a term of one year, two to a term of two years, and two to a term of three years. As each member's term expires, the President shall appoint members to three-year terms. The Elections Committee shall select a Chair from among its members.

(ii) The Elections Committee shall prepare Policies and Procedures for the conduct of the election of members of the Board of Governors and members of the Young Lawyers' Division, but not the election of the Chair or other representatives of Sections to the Board of Governors (see Section 5). The Policies and Procedures shall be published on the Association's website and shall be made available to members by other means as necessary. The Committee shall strive to draft Policies and Procedures so that Association staff may implement the Policies and Procedures governing elections by adherence to the Policies and Procedures. The Policies and Procedures must conform to any requirements in these Bylaws. The Committee shall review and prepare revisions of the Policies and Procedures as needed annually. The Committee may also make recommendations to the Board for changes in the Bylaws regarding elections.

(iii) The Elections Committee shall attempt to present a set of Policies and Procedures to the Board of Governors by October 31 of each year. The Policies and Procedures shall not become effective until approved by the Board of Governors. Any revisions after the initial set of Policies and Procedures are prepared must be approved at least 30 days prior to the opening of the filing period to be applicable to that election.

(iv) In the event that the Executive Director of the Association determines that a matter regarding the elections cannot be resolved by reference to the Policies and Procedures, the Executive Director shall submit a written request to the Elections Committee for a ruling. The Elections Committee shall meet and make a determination on the matter. The meeting shall be open to any member of the Association. A notice of the meeting shall be posted on the Association's website at least 24 hours before the meeting, unless lesser notice is necessary. All persons with a specific interest in the matter shall be specifically invited via e-mail or other prompt means (such as fax or telephone notice), including other candidates on the ballot or, if the matter precedes a determination of which candidates are on the ballot, all persons who have submitted petitions seeking to be included on the ballot. All such persons shall be permitted to provide their opinions on the matter to the Elections Committee in person or in writing. The Elections Committee may limit the amount of time non-members of the Elections Committee shall be allowed to speak at the meeting.

(v) No member of the Elections Committee shall be eligible to run for the Board of Governors or the Young Lawyers' Division. No former member of the Elections Committee shall be eligible to run for the Board of Governors or the Young Lawyers' Division if, in the preceding year, that person was a member of the Elections Committee while the Elections Committee reviewed or proposed Policies and Procedures for that election.

(vi) If a vacancy occurs on the Elections Committee, a successor shall be appointed by person the currently holding the Office held by the person who originally appointed the member to the Elections Committee. If the rule in the preceding sentence would allow the person who caused the vacancy to appoint his or her successor, the appointment shall be made by such person's

most recent predecessor in that position willing to make the appointment. Such appointments shall be subject to the consent of the Board.

Section 7. - Officers and Executive Committee

(a) The Officers of the Association shall be the President, the President-Elect, the Vice President, the Treasurer, and the Secretary. Collectively, the Officers and the Chair of the Young Lawyers Division shall be known as the Executive Committee.

(b) The membership of the Association shall elect the President-Elect, the Vice President, the Secretary and the Treasurer to hold office for a one-year term. The President-Elect shall automatically succeed to the office of President and shall be installed as President during the annual meeting one year following his or her election to the office of President-Elect. In the event an Officer other than President or President-Elect is unable to serve out his or her full term or must otherwise vacate his or her position, the Board may elect a member in good standing of the Association to replace the Officer for the duration of the term of the vacated position. In the event the President is unable to serve out his or her full term or must otherwise vacate his or her position, the Board shall install the President-Elect as President for the duration of the vacated term and he or she shall continue as President during the following year. In the event the President-Elect is unable to serve out his or her full term or must otherwise vacate his or her position, the position shall remain vacant until the next election by the membership. Such next election may be a special election.

Section 8. - Duties of the Officers and Executive Committee

(a) The President shall preside at all meetings of the Executive Committee, the Board and the Association. The President shall appoint Chairs of all Standing Committees, ad-hoc or specialty Committees, and Task Forces except as otherwise provided herein.

(b) In the absence of the President, the President-Elect shall preside at all meetings of the Board, Executive Committee, and the Association.

(c) The Vice President shall serve as Parliamentarian of the Association and shall perform such duties as shall be assigned by the President with the consent of the Board. The Vice President shall be Board Liaison for the Membership Committee, and liaison between the Membership Committee and Finance Committee.

(d) The Secretary shall make records of the proceedings of all meetings of the Board and the Association. Such records shall be retained in the offices of the Association. The Secretary shall maintain or have employees of the Association maintain a roll of all members of the Association, which shall be retained in the offices of the Association. The Secretary shall be Board Liaison for the Communications Committee.

(e) The Treasurer shall maintain or have employees of the Association maintain regular accounts, which shall at all times be open to inspection by any member of the Board. The Treasurer shall report to the Board as often as requested. The accounts shall be audited annually by a Certified Public Accountant selected by the Finance Committee. The Treasurer shall be Chair of the Finance Committee.

(f) The Executive Committee shall meet monthly, and shall manage the affairs of the Association, implement the policies of the Association developed by the Board and generally have the responsibility for the governance of the Association. Except for the power to amend the Articles of Agreement and Bylaws, the Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board. The Executive Committee shall be subject to the direction and control of the Board.

(g) The Executive Committee shall, before April 1, prepare a budget showing anticipated receipts and disbursements for the next following fiscal year based on a draft budget proposed by the Finance Committee for approval by the Board.

Section 9. - Members-at-Large

(a) The membership of the Association shall elect five Members-at-Large each year to hold office for a two-year term. In the event an elected Member-at-Large is unable to serve out his or her full term or must otherwise vacate the position, the Board may elect a member in good standing of the Association to replace the Member-at-Large for the duration of the term of the vacated position.

(b) In addition to the general duties of the Board, the Members-at-Large shall perform such duties as assigned by the President with the consent of the Board.

Section 10. - Delegates to the American Bar Association

(a) This Association shall have Delegates in the House of Delegates of the American Bar Association, and the number of Delegates from this Association shall be determined by the policy and procedures of the American Bar Association.

(b) When this Association is granted one Delegate to the House of Delegates of the American Bar Association, the membership of this Association shall elect one Delegate to the House of Delegates of the American Bar Association in even numbered years to hold office for a two-year term. When this Association is granted two Delegates to the House of Delegates of the American Bar Association, the membership of this Association shall elect one Delegate to the House of Delegates of the American Bar Association each year to hold office for a two-year term. The elected Delegate shall take office when the annual meeting of the American Bar Association in the year in which the delegate is elected has adjourned. The Delegate shall maintain memberships in good standing of this Association and of the American Bar Association and shall serve for a term of two years and until a successor shall have been duly elected and certified to the House of Delegates. In the event an elected Delegate is unable to serve out his or her full term or must otherwise vacate the

position, the Board of this Association may elect a member in good standing of this Association to replace the Delegate for the duration of the term of the vacated position.

(c) The Delegate shall make regular reports to the Board of this Association regarding matters pending before the House of Delegates and of the actions of the House of Delegates.

(d) The Delegate shall represent this Association at the meetings of said House of Delegates, to the best of his or her abilities, and shall consult the Board of this Association prior to voting on its behalf on matters pending before the House of Delegates.

Section 11. - Members

(a) Membership in the Association shall be available to: (1) any attorney who is a member in good standing of The Missouri Bar; (2) any attorney who is currently licensed to practice law before and in good standing with the highest court of some other State or Territory, or before the District Court of the District of Columbia; (3) any attorney who is a full-time member of a law school faculty; (4) any person holding a degree or certificate from any college, university or institute in legal assistant or paralegal training; (5) any person who has been or is employed in a paralegal, librarian, legal marketing or legal administrator position by any lawyer, law firm or corporation; and (6) any student enrolled in an accredited law school.

(b) An application for admission shall be submitted to the Executive Director, who shall review or cause to be reviewed such application as to completeness and form, and if satisfactory with respect thereto, shall place or cause to be placed on the membership roll of the Association. Questions about membership eligibility shall be reviewed and resolved by the Membership Committee.

(c) The President may nominate and, upon the approval of two-thirds of the members of the Board in attendance at a regular or special meeting of the Board, designate any person who has made an outstanding contribution to the administration of justice or to the advancement of the profession as a Honorary Member or Life Member of this Association.

(d) All members in categories (1), (2), and (3) of paragraph (a) of this Section, all Honorary Members, and all Life Members, who are in good standing and fulfill the requirements of active membership, shall have and enjoy all of the privileges and benefits of full membership in the Association. All members in categories (4), (5), or (6) of paragraph (a) of this Section, who are in good standing and fulfill the requirements of active membership, shall have and enjoy all privileges and benefits of membership in the Association without right of holding elective office or having membership on such other Committees, Sections, or Task Forces of this Association, as determined by the Board.

(e) Whenever it appears that a member in one class of membership would be more appropriately placed in another class of membership, the member shall be transferred to the appropriate class of membership at the time of the next membership renewal period.

Section 12. - Resignation, Forfeiture, Suspension and Expulsion of Members

(a) Any member may resign at any time upon written notice. The person giving such notice shall immediately cease to be a member of the Association and shall be stricken from the roll of members. Resigning members shall immediately remit payment of all dues and accounts to the Association. The Executive Director shall notify the Board of all resignations.

(b) If any member of the Association shall be suspended or disbarred from the practice of law by final order, judgment or decree of a court or tribunal of competent jurisdiction, such member shall *ipso facto* and without further notice or hearing be expelled from membership in the Association and his or her membership shall terminate immediately upon such suspension or disbarment. Terminated members may reapply for membership once reinstated to the practice of law.

(c) Any member of the Association who shall fail or neglect to pay his or her annual dues to the Association for a period of two months from the date upon which any such dues are payable, shall, after prior written notice of at least fifteen days thereby forfeit his or her membership in the Association and his or her name shall be stricken from the roll of members. Members who forfeit their membership may reapply for membership upon the payment of all dues and accounts to the Association. The Executive Director shall notify the Board of all forfeited memberships.

(d) The Board, upon written application of any member or former member, may at its discretion for good cause shown, abate, cancel, postpone, or forego the collection of the delinquent dues or any portion thereof of such person where the failure to pay such delinquent dues has been occasioned by illness, accident, disability or other similar misfortune beyond the control of such member or former member.

(e) The Board may at its discretion suspend or expel any member for misconduct in his or her relations with the Association or in his or her profession. Suspended or expelled members may reapply for membership.

Section 13. - Dues

(a) The dues to be paid by members shall be determined by the Board. Any increase in dues shall be approved by a two-thirds majority at a meeting of the Board. The dues shall be assessed annually and payable as of May 1.

Section 14. - Order of Business at Meetings

(a) Unless otherwise specifically provided herein, the parliamentary rules contained in the latest revision of Roberts Rules of Order shall govern all meetings of the Association.

(b) Persons may participate in any meeting of the Association, including but not limited to meetings of the Board, Councils, Divisions, Sections, Committees or Subcommittees, by means of telephone or similar communications equipment where all persons participating in the meeting can

communicate with each other. Participation in a meeting in this manner constitutes presence in person at the meeting.

(c) Any action which may be taken at a meeting of the Board, may be taken without meeting in person if all Board members entitled to vote with respect to the subject matter thereof sign written consents that set forth the action so taken. Such consents have the same force and effect as an in person vote of the Board at a meeting duly held. The Secretary is to file such consents with the minutes of the Board meetings. For purposes of this paragraph (c), the term "sign" includes any manual, facsimile, conformed or electronic signature.

Section 15. - Meetings of Members

(a) The Annual Meeting of the Association shall be held immediately prior to the annual Law Day event at the date, time, and location determined by the Executive Committee. No member in good standing of this Association may be charged a fee to attend the Annual Meeting of the Association, however, a fee may be charged for attendance at the Law Day event. The annual Law Day event shall be held on a date determined by the Executive Committee.

(b) Special meetings of the Association shall be called by a majority of the Executive Committee or Board as deemed necessary by it, or by the Secretary upon the written request of twenty-five (25) members of the Association.

(c) All powers of the Association may be exercised at the Annual Meeting or any special meeting of the Association called by the Executive Committee or the Board. At a special meeting called by the Secretary on request of members, no business shall be transacted except as specified in the written request of the members.

(d) The presence of fifty (50) active members in good standing shall be necessary to constitute a quorum at an annual or special meeting of the Association. The Secretary shall verify the presence of a quorum and certify to the presence of the quorum in the minutes.

Section 16. – Candidate Filing and Elections

Comment to Section 16: The dates in this Section 16 have been changed and will become effective for elections occurring in 2020 and after.

(a) For eligible members of the Association not otherwise nominated by the Nominating Committee, candidate filing information consisting of instructions for filing and deadlines for the Board, including any Member-at-Large or Delegate to the American Bar Association, shall be published in the January issue of the St. Louis Lawyer magazine, and published on the Association's website not later than January 1 each year.

(b) Candidate filings for eligible members not otherwise nominated by the Nominating Committee shall be made in writing to the Executive Director on or after January 10 and no later than January

31 each year. The filing shall be made on a form prepared by the Executive Director and delivered in person or submitted by email. The filing must be signed by not less than five (5) nor more than ten (10) members in good standing of the Association. The candidate may include with the filing a photograph and background information (e.g. offices held on the Board and years; Council, Division, Section and Committee offices held and years) for inclusion in the election bulletin to the membership.

(c) The Executive Director shall notify the membership of the names of all candidates and the office for which each candidate is running, and factual information concerning each candidate including: a current address; name of law firm or employer; and any background information provided by the candidate.

(d) Voting and the counting of ballots shall occur in March on dates specified by the Executive Director; provided that members of the Association who are determined to be eligible to vote shall be provided at least 14 calendar days from the date ballots are delivered to members to cast their votes. Ballots to be counted must be received by the Association prior to 5:00 p.m. on the voting deadline in March specified by the Executive Director. Deadlines established by the Executive Director pursuant to this Section 16(d) shall be published in the January issue of the St. Louis Lawyer magazine and published on the Association's website not later than January 1 each year.

(e) Candidates shall be listed on the ballot in the order in which their nominating petition is filed, except (i) the candidate nominated by the Nominating Committee shall appear first, (ii) the order for all filings on the first day of filing shall be listed in an order determined by a random drawing, and (iii) the order for all filings on the last day of filing shall be listed in an order determined by a random drawing.

(f) There shall be no cumulative voting in the case of any office for which more than one candidate is to be elected. In the case of any office, the candidate, or if there is more than one to be elected, the candidates receiving the largest number of votes shall be declared elected.

(g) The Association shall not assist any candidate in publicizing his or her candidacy for an office in the Association other than to provide mailing labels to the candidate at cost upon receiving a signed statement from the candidate that the addresses may not be used for any other purpose.

(h) Ballots shall be tabulated as soon as the balloting is closed. The winners shall be declared and announced by the President, after certification by the Executive Committee, on or before March 31.

(i) In the case of a tie vote, the candidate nominated by the Nominating Committee shall be declared the winner.

Section 17. - Notice

(a) Notice of any meeting of the membership or Board shall be given not less than seven (7) days or more than sixty (60) days before the date of the meeting.

(b) Any notice required by these Bylaws or the laws of the State of Missouri may be communicated in person, by telephone, electronic mail (e-mail) or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated, if communicated in a comprehensible manner. Written notice, including e-mail or other non-oral communication, is effective, if in a comprehensible form, at the earliest of the following: when received; five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or thirty days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed.

(c) Notice of any meeting required to be given under the provisions of these Bylaws or the laws of the State of Missouri shall be deemed waived by the attendance at such meeting of the party or parties entitled to notice thereof, except where a party or parties attend a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

(d) Any notice required to be given under the provisions of these Bylaws or the laws of the State of Missouri may be waived by the persons entitled thereto by signing a waiver of notice before or after the time of said meeting, and such waiver shall be deemed equivalent to the giving of such notice.

Section 18. – Amendments to Articles of Agreement and Bylaws

(a) The Articles of Agreement may be amended by a two-thirds vote of the members present at any special meeting or annual meeting of the Association, provided that sixty (60) days notice in writing of the proposed amendment has been given.

(b) These Bylaws may be amended at any meeting of the Board, by a two-thirds majority vote of those present and voting, provided that ten (10) days notice in writing of the proposed amendment has been given. These Bylaws may also be amended at any annual or special meeting of the Association by a majority vote of the members present and voting, upon petition to the Secretary by fifty members in good standing, provided that sixty (60) days notice in writing of the proposed amendment has been given.

Proposed by By-Laws Task Force October 2018
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