

B Y L A W S
OF
GRAND RAPIDS BAR ASSOCIATION

ARTICLE I

Membership

Section 1. Admission and Qualification. Persons who are licensed to practice law in any jurisdiction of the United States and apply for Membership to the Executive Director in the form prescribed by the Board of Trustees (hereafter, Board), and pay the dues required by Article II, shall be admitted on the approval of the Board to active, associate, or inactive Membership. A Member may be transferred by the Board between active, associate, or inactive Membership at any time such Member meets the requirements for the class of Membership to which transferred.

Section 2. Classification of Members.

(a) Active Members. Active Members are those Members of the State Bar of Michigan in good standing who either reside or actively practice law in Kent County. Active Members shall be entitled to vote on Association business and to use the Association's law library and other facilities and resources.

(b) Associate Members. Associate Members are those Members licensed to practice law who neither reside nor regularly practice law in Kent County. They shall have the same rights as Active Members, except the rights to vote and hold office.

(c) Inactive Members. Inactive Members are lawyers not actively engaged in the practice of law nor employed by any legal entity in the State of Michigan. Inactive Members may not use the law library, vote, hold office or hold Section Membership. With the approval of the Board, Inactive Members may be appointed by the President to serve on Standing Committees and Ad Hoc Committees of the Association, as non-voting, advisory Members of such Committees. They will receive all Association communications, including the newsletter, and may attend all social functions, lunch and CLE programs of the Association. When reasons for inactive status are terminated, the Board shall authorize the Secretary to notify such Inactive Member of suspension from Membership unless reapplication is made for active or associate status. Payment must be made of the difference between inactive and active or associate dues for the current quarter, provided that those who were in the Armed Services shall be excused from the payment of dues until the next collection after their discharge from active duty.

(d) Senior Members. Persons who have been Active Members of the Association prior to the age of 70 shall be designated "Senior Members," effective as of January 1 following their 70th birthday. Their rights shall be the same as those of Active Members.

(e) Lifetime Members. Members who have reached the age of seventy-five (75) years, or older shall be granted lifetime status by the Board of Trustees and shall thereafter be exempt from the payment of dues and special assessments. To be eligible for lifetime Membership status, a Member must have paid senior section dues for the five (5) years prior to his or her application for lifetime status and have 50 years of practice in the legal profession, They shall have the same rights as Active Members without limitations.

(f) Student Membership. Student Members are those Members who are full/part-time law students in an accredited law school. They shall have the same rights as Active Members, except the rights to vote and hold office.

(g) Nonlawyer Privileges. The Board of Trustees may from time to time provide such privileges of the Association as they may determine, on such terms as they may determine, for persons who are not lawyers. Upon consultation with and approval by the Executive Committee, the President may also extend such privileges to nonlawyers.

Section 3. Suspension or Expulsion. Any Member may resign. Membership may be terminated or suspended by the Board for failure to pay dues or for good cause as determined by a two-thirds (2/3) vote of all voting Members of the Board. A Member shall be suspended automatically during any period in which he or she is suspended as a Member of the State Bar of Michigan or any other State Bar Association, and shall be expelled automatically if he or she is disbarred from the State Bar of Michigan, or any other State Bar Association.

Section 4. Annual Meetings. The annual meeting of the Active Members of the Association shall be held on a day to be selected by the Board. The Secretary shall give written notice of such annual meeting to each Active Member at least ten (10), but not more than sixty (60), days prior to such meeting. The Officers may give reports to the Active Members on the Past, present and future activities of the Association at the time of such annual meeting and the Active Members may transact such business as may otherwise come before the meeting, provided, however, that no action shall be taken on any substantive matter unless written notice of such matter has been given to the Active Members at least ten (10), but not more than sixty (60), days prior to the meeting.

Section 5. Special Meetings. Special meetings of the Active Members may be called by the Board or the President and shall be called by the President or Secretary at the written request of not less than twenty-five (25) of the Active Members. The request shall state the purpose or purposes for which the meeting is to be called. Written notice of such Special Meeting, and the purpose or Purposes of such Special Meeting, shall be given to the Active Members at least ten (10), but not more than sixty (60), days prior to such meeting.

It shall be sufficient notice to any Active Member to address the same to his or her last address shown on the records of this Association. The date of mailing shall be excluded from computation of the required period of notice, and the date of meeting or voting shall be included in such computation.

Section 6. Quorum. Five percent (5%) of the Active Members present in person shall constitute a quorum at any meeting.

Section 7. Voting. Members may vote only in person at duly called meetings of the Membership. Proxy voting or proxy ballots shall not be accepted.

ARTICLE II

Dues

Dues and the various categories of Membership shall be as fixed from time to time by the Board. Dues shall be billed annually, in advance, on a calendar year basis.

Notice of any change in dues shall be published in the Association newsletter within 30 days following the Board's adoption of the change.

A referendum on any dues change shall be held upon the Board's receipt of a petition signed by no fewer than five percent (5%) of the Members eligible to vote. The petition must be received by the Board within fifteen (15) days after the publication of any dues change. Upon receipt of a valid petition, the Board shall conduct a mail referendum of all Members eligible to vote to determine whether the dues change shall stand or be rescinded. The dues change shall be rescinded only upon a majority vote of at least one-half (1/2) of the Members eligible to vote.

ARTICLE III

Board of Trustees

Section 1. Composition of the Board of Trustees. The affairs of this Association shall be managed by a Board, composed of the President, President-Elect, Vice President, Secretary, Treasurer, and nine (9) Trustees, each of whom shall be an Active Member.

Section 2. Election. Each year, prior to the annual meeting, the Members eligible to vote shall elect three Trustees for three-year terms and the Vice President for a one-year term beginning the next July 1. In the same manner, the Members eligible to vote shall elect biennially the Secretary and Treasurer for two-year terms beginning the next July 1. The Vice President shall succeed to the office of the President-Elect for a one-year term immediately following his or her term as Vice President. In a similar manner, the President-Elect shall succeed to the office of President for a one-year term immediately following his or her term as President-Elect.

Section 3. Conduct of Election. By February 1 of each year, the President shall appoint at least 4 Members of the Association to a Nominating Committee. In addition to such appointees, the President-Elect and Vice President shall also serve on the Nominating Committee; the Vice President shall serve as Chair. The Nominating Committee shall nominate at least two candidates for each Officer and Trustee position to be filled for the ensuing term and shall report its nominations to the Secretary at least forty-five (45) days before the annual meeting. The Secretary shall thereupon notify each Member eligible to vote of the nominations and that further nominations may be received as hereinafter provided. Notice of the nominations and the procedure for making additional nominations may be made in the Association newsletter.

For a period of ten (10) days after such notice has been made, the Secretary shall receive other nominations of candidates for Officer and Trustee positions. Nominations must be made in writing. If a person is nominated by at least 50 Members eligible to vote, he or she shall be included as a candidate on the election ballot. At the expiration of such 10-day period and at least twenty (20) days before the annual meeting, the Secretary shall cause to be delivered to each Member eligible to vote a ballot containing the names of all candidates for Officer and Trustee positions. Ballots must be returned to the Secretary in accordance with the instructions accompanying the ballot. The ballots shall be counted by, or at the direction of, the Executive Committee. For each Officer and Trustee position to be filled, the candidate receiving the plurality of all votes cast for the position shall be declared elected. In the event of a tie in any election, the election shall be decided by casting lots. The results of the election shall be announced to the Members in the Association newsletter or in any other manner deemed appropriate by the Executive Committee. Any candidate may, within ten (10) days of notification of the election results, request in writing to the Board a recount of the ballots with respect to the position for which the candidate was on the ballot.

Section 4. Vacancies. The Board, by a majority vote of the remaining Members, shall have the power to fill by appointment any vacancy which may for any reason occur among the Officers or Trustees, except in the office of the President, President-Elect, or Vice President. Such appointee shall hold office for the remainder of his or her predecessor's term. In the event of a vacancy in the office of the President, the President-Elect shall immediately succeed to the office of the President and the Vice President shall succeed to the office of President-Elect. Each shall serve for the remainder of his or her predecessor's term and for the full following term. In the event of a vacancy in the office of President-Elect, the Vice President shall immediately succeed to the office of President-Elect and shall serve for the remainder of his or her predecessor's term. Should the office of Vice President be vacant, in the next regular election Members eligible to vote shall elect both a Vice President and a President-Elect.

Section 5. Board Meetings. The Board shall meet monthly on such notice as may be determined by the President and shall cause to be kept a correct record of its transactions. The President may postpone or cancel a meeting if there is insufficient business to be conducted and if any business

requiring Trustee action may be held until the next regular meeting. The Board shall make an annual report and render a statement and account showing in detail the affairs and condition of the Association. The report shall be published in the Association newsletter or shall be made available in the Association offices.

Section 6. Attendance. In the event that a Trustee or an Officer does not attend three Board meetings in any Bar year (July 1 – June 30), the absences shall be brought to the attention of the Executive committee by the Secretary to determine whether the absences shall be deemed a resignation by that Trustee or Officer.

Section 7. Contracts. All contracts of the Association shall be authorized by the Board, or the Executive Committee acting in its behalf, or by such Officers or individuals as may from time to time be designated by the Board, delegating its authority hereunder.

Section 8. Ex Officio Members of the Board. The President, with Board approval, may appoint, or permit affiliated organizations or groups of lawyers to designate, ex officio Members of the Board. For any appropriate reason, including for the purpose of increasing diversity within the Board. Ex Officio Members of the Board shall serve a term of one year, but may be re-appointed in the same manner for additional one-year term(s). Ex Officio Members shall be invited to attend meetings of the Board without vote. Their presence shall not be required for the determination of a quorum

Section 9. Meeting by Telephone or Similar Equipment. Trustees or the Members of any Committee may participate in a meeting of the Board or such Committee by means of a telephone conference or similar communication equipment. All persons participating in the meeting must be able to hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 10. Action Without a Meeting. Action required or permitted at a meeting of the Board or any Committee may be taken without a meeting, without prior notice, and without a vote, if all of the Trustees, or Committee Members, entitled to vote on such action consent to it in a writing signed by such Trustees or Committee Members.

Section 11. Quorum. A majority of the Board of Trustees then in office shall constitute a quorum.

ARTICLE IV

Officers

Section 1. Officers. The Officers of the Association shall consist of a President, a President-Elect, a Vice President, a Secretary, and a Treasurer, each of whom shall be an Active Member.

Section 2. Duties of the President. The President, and in the absence of the President, the President-Elect or Vice President, shall preside at every meeting of the Members and of the Board. The President shall be the chief executive Officer of the Association, shall be the primary spokesperson of the Association, and shall perform such other duties, commensurate with his or her position as chief executive Officer of the Association, as may be assigned from time to time by the Board. The President shall also make appointments to the Standing Committees as provided in Article V of these bylaws. The President shall take such steps as appropriate to ensure that the Grand Rapids Bar Association Strategic Plan(s) then in effect, as amended from time to time, are implemented by the Association and its Executive Director.

Section 3. Duties of the President-Elect and Vice President. The President-Elect and Vice President shall act in the absence of the President and shall have such other duties as may from time to time be assigned by the Board and/or the President.

Section 4. Duties of the Treasurer. The Treasurer shall perform such duties as are delegated by the Board. She or he shall render to the Members annually and to the Board whenever they require it, an accounting and a report on the financial affairs of the Association.

Section 5. Duties of the Secretary. The Secretary shall attend all meetings of the Members and of the Board and shall perform such duties as are delegated by the Board. He or she shall cause to be kept a correct record of all proceedings.

ARTICLE V

Committees and Sections

Section 1. Standing Committees. There shall be the following Standing Committees. The Treasurer of the Association shall serve as chair of the Finance Committee and the Secretary of the Association shall serve as chair of the Personnel Committee. The chairs of the remaining Standing Committees shall be appointed and vacancies shall be filled by the President from persons currently serving as Officers or Trustees of the Association. Any past President of the Association shall also be eligible to serve as the chair of a standing committee.

(a) Executive. There shall be an Executive Committee comprised of the Officers who shall have the power to conduct the affairs of the Association between meetings of the Board. They may authorize and approve the expenditure of any sum up to Five Thousand Dollars (\$5,000). They shall keep regular minutes of their proceedings and submit the same for examination and approval at each meeting of the Board.

(b) Finance. The Finance Committee shall have responsibility to recommend to the Board the long-range financial planning for the Association and to report to the Board on the budget and other matters if referred to it by the Board. The Finance Committee shall also coordinate the activities of the Grand Rapids Bar Foundation Committee, and make recommendations to the Trustees regarding the investment, spending and grant-making policies of the Grand Rapids Bar Foundation. The chair of the Grand Rapids Bar Foundation Committee shall be a Member of the Finance Committee. The Finance Committee shall further oversee and coordinate fund development programs and activities and those committees established for fund development purposes. It shall annually, not later than November 1, make recommendation to the Board for the dues to be charged in each Membership category for the following year.

(c) Foundation. The Foundation Committee shall oversee the trust investment strategy and make recommendations regarding the same to the Board of Trustees. The Foundation Committee shall also evaluate and recommend funding requests for "special purpose" projects which further the cause of justice in the community. This committee works to build Foundation asset and on other projects that may be designated by the Trustees.

(d) Personnel. The Personnel Committee shall recommend to the Board, and oversee the development of personnel policies to be established by the Association for its employees. It shall review the Association's personnel policies from time to time and make recommendation to the Board for changes or new policies. It shall periodically review and revise as necessary the forms used by or for employees or potential employees of the Association in the course of employment or employment application. It shall advise the Executive Director as necessary in matters relating to the employment of Association staff.

(e) Community Interaction. The Community Interaction Committee shall oversee and coordinate programs and partnerships involving projects, activities, such as Law Day and relations with governmental and community organizations, the courts and other law related associations and organizations. The Community Interaction Committee shall also promote programs and activities to enhance the diversity of the Association and the justice system.

(f) Membership. The Membership Committee shall oversee and coordinate programs for the admission of new Members to the State and Federal Bars, and programs and activities for the recruitment and retention of new Members of the Association and committees designed to enhance the diversity of the Association's Membership. The Membership Committee shall also oversee and promote programs and activities to provide services to the Members of the Association, including, but

not limited to, practice sections, mentorship programs, technological services, the annual meeting of the Association, and all other social activities and programs involving the Members of the Association. The Membership Committee shall also oversee any programs designed to create improved relations among attorneys and the courts.

(g) Programs. The Programs Committee shall oversee and coordinate major ongoing projects, services and programs sponsored or managed by the Association such as the Legal Assistance Center, Lawyer Referral Service, Continuing Legal Education Programs and Pro Bono Legal Services. The Programs Committee shall also oversee and coordinate such committees or representatives which may be appointed to serve as liaisons to Grand Valley State University with respect to the Law Collection at the Grand Valley State University Library.

Except for the Executive Committee, which shall be comprised solely of the Officers of the Association, each Standing Committee shall consist of such number of Members adequate to conduct its business. The number shall be determined by the President in consultation with the chair of such committee and may be revised as he or she deems necessary. One or more Trustees may be appointed to serve on a Standing Committee and be a full voting Member of any committee. A committee may act by a majority of Members attending any meeting at which at least three Members are present. The term of each Member shall generally be three years, commencing July 1 of the year in which appointed, but the terms may be varied by each Standing Committee to the extent deemed necessary for the efficient operation of the Committee. The Chairperson of a Committee shall be appointed annually by the President to serve for the ensuing year. Committees may hold meetings by telephone conference call as provided in Article III, Section 7. Each Standing Committee shall make an annual report in writing to the Board by May 1st of each year.

Section 2. Ad Hoc Committees. The Board may authorize the President to appoint such special committees as may from time to time seem advisable. They shall serve until the President's successor takes office, or for such term as the Board deems necessary to complete their work.

Section 3 . Sections. The Board may, from time to time, establish Sections in areas of substantive law to devote time and study to the particular fields of law. The Board may also authorize the formation of Sections whose Members share a particular interest area such as Young Lawyers, Senior Members or Solo Practitioners. Sections will be governed by such rules as may be established by the Board and the Section, and approved by the Board. Sections will be known as Sections of the Grand Rapids Bar Association.

Section 4. Young Lawyer Section.

a. Purposes of Section: The Grand Rapids Young Lawyer Section exists to (a) promote, sponsor, coordinate, and provide activities and programs of interest and value to newer attorneys of the Grand Rapids Bar Association and public service programs that enhance the image of attorneys; (b) cooperate fully with, and as an integral part of, the Grand Rapids Bar Association; and (c) cooperate with the Young Lawyer Sections of the State Bar of Michigan and the American Bar Association to help promote and encourage participation in their programs for newer attorneys.

b. Membership: Every attorney who is a Member in good standing with the State Bar of Michigan and the Grand Rapids Bar Association and who is under 36 years of age or who has been licensed to practice law in the State of Michigan for 5 years or less is a Member of the Young Lawyer Section. Members pay no dues other than those necessary to maintain Membership in the Grand Rapids Bar Association.

c. Section Governance: This section will be governed by such rules as may be established by the Board and the Section, and approved by the Board of Trustees. The Young Lawyers Section will be known as a Section of the Grand Rapids Bar Association.

d. Relationship with the Grand Rapids Bar Association: The Young Lawyer Section was created by and is subject to the authority of the Trustees. The Chairperson of the Section shall be an ex officio Member of the Trustees.

e. Budget: The Young Lawyer Section dues shall be set annually by the Board of Trustees. Young Lawyers section will be excused from paying the portion of the dues allocated to the Bar Association to defray the cost of the administration of Sections. The balance shall be maintained on behalf of the Section for its expenses. (See #7. GRBA Administrative Support, "Normal expenses and those which may not be included in the Association budget.")

f. Dissolution. In the event of dissolution, the Section's assets will revert to the Grand Rapids Bar Association.

ARTICLE VI

Executive Director

The Executive Director shall be responsible for the execution and administration of policies and programs approved by the Board and shall be an ex officio Member, without vote, of all committees. The Director shall attend all meetings of the Board and the Executive Committee, except when matters concerning employment of the Director are under consideration. As head of staff, the Director shall be responsible for the supervision and direction of the staff and for the operation of approved personnel policies.

ARTICLE VII

Amendments

Section 1. Amendments by Members. Except as noted in Section 2 below, the Members shall have the power to change or repeal any bylaw in whole or in part, and adopt new bylaws in lieu of all or any part of these bylaws, by majority vote of the Members present at any meeting of the Association where a quorum is present. The substance of the proposed amendment shall be incorporated in the call for any such meeting of the Members and mailed at least ten (10) days before the meeting.

Section 2. Any amendment of the bylaws which alters Member voting rights, or Member capital, merger, consolidation, disposition of all or substantially all of the assets of the corporation, or dissolution shall be adopted by the affirmative vote of a majority of the votes cast by Members eligible to vote thereon. Such action may only be taken at a meeting called according to the notice provisions in Article I, Section 6. Special Meetings. of these bylaws.

Section 3. Amendments by Board. The Board may, by an affirmative vote of two thirds (2/3) of the Board then in office, amend these Bylaws.

ARTICLE VIII

Indemnification

Section 1. Right to Indemnification. The Association shall indemnify any person who was or is a party to or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil or criminal, administrative or investigative, formal or informal (hereinafter referred to as a "proceeding"), by reason of the fact that he, or a person of whom he is the legal representative, is or was a Trustee, director or Officer of the Association or, while serving as a Trustee, director or Officer of the Association, is or was serving at the request of the Association as a Trustee, director, Officer, partner, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, including service with respect to employee benefit plans, whether the basis of the proceeding is

alleged action in an official capacity as a Trustee, director, Officer, employee, or agent or in any other capacity while serving as a Trustee, director or Officer. Such indemnification shall be to the fullest extent authorized by the Michigan Non-Profit Corporation Act, MCLA 450.2101 et. seq., (MNCA), as it exists or may be amended (but, in the case of any such amendment, only to the extent that the amendment permits the corporation to provide broader indemnification rights than the MNCA permitted the Association to provide before the amendment) and shall be against all expenses, liability, and loss (including attorney fees, judgment, fines, ERISA excise taxes, or penalties and amounts to be paid in settlement) reasonably incurred by the person in connection with such proceeding. The indemnification shall continue for a person who has ceased to be a Trustee, director or Officer and shall inure to the benefit of his heirs, executors, and administrators. However, except as provided in Section 2 of these bylaws, with respect to proceedings seeking to enforce rights to indemnification, the Association shall indemnify any such person seeking indemnification in connection with a proceeding, or part thereof, initiated by the person only if the proceeding, or part thereof, was authorized by the Board of the Association. To the extent authorized by the MNCA, the Association may, but shall not be required to, pay expenses incurred in defending a proceeding in advance of its final disposition. The right to indemnification conferred in this article shall be a contract right.

Section 2. Non-Exclusivity of Rights. The right to indemnification conferred in this article shall not be exclusive of any other right that any person may have or acquire under any statute, provision of the articles of incorporation, bylaw, agreement, vote of Members or disinterested Trustees or directors, or otherwise.

Section 3. Indemnification of Employees and Agents of the Association. The Association may, to the extent authorized from time to time by the Board, grant rights to indemnification and to payment by the Association for expenses incurred in defending any proceeding before its final disposition to any employee or agent of the Association to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of Trustees, directors and Officers of the Association.

Section 4. Insurance. The Association may maintain insurance, at its expense, to protect itself and any Trustee, director, Officer, employee, or agent of the Association or of another association, corporation, partnership, joint venture, trust, or other enterprise against any expense, liability, or loss, whether or not the Association would have the power to indemnify the person against the expenses, liability, or loss under the MNCA.

ARTICLE IX

Dissolution

Upon the dissolution of the Association and the winding up of its affairs, the remaining assets of the Association, after satisfaction of or reservation for all liabilities of the Association, shall be distributed to The Justice Foundation of West Michigan and/or to such other nonprofit organizations recognized as tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Trustees shall determine.