

BYLAWS WITH AMENDMENTS
of
GENESEE COUNTY BAR
ASSOCIATION

ARTICLE 1
NAME

This organization, which is a Michigan not for profit corporation, is the Genesee County Bar Association. The organization shall operate on a fiscal and program year of July 1st to June 30th.

ARTICLE II
MEMBERSHIP AND DUES

Section 1. **MEMBERSHIP**

- A. Every member of the State Bar of Michigan having a law office within the County of Genesee or being otherwise concerned with the practice of law in that county shall be eligible for membership in the Association.
- B. Any attorney, who is licensed to practice law in any state (or the District of Columbia) and resides in, or is employed in, Genesee County and has not engaged in the practice of law for compensation during the last year and will not practice law for compensation in the forthcoming year, may be an *Associate Member* of the Genesee County Bar Association for an annual fee as established by the Board of Directors, notwithstanding Section 3 below. Such Associate Member shall be entitled to receive Association mailings and participate in all Association functions, except Lawyer Referral, but shall not be eligible to vote on Association matters nor as a committee member.
- C. Any attorney, who has been a member of the Association for 40 years having reached the age of 70, may be an Honorary Member for an annual fee as established by the Board of Directors, notwithstanding Section 3 below. Such Honorary Member shall be entitled to receive Association mailings and participate in all Association functions. An Honorary member is eligible to vote on all Association matters as well as committees, able to be a chairperson or member of the Board of Director/Executive Committee, and entitled to participate in Lawyer Referral.
- D. Any person residing in, or employed in, Genesee County who shall submit evidence to the Executive Director demonstrating that they are currently a student in good standing in an accredited Michigan Law School may be a *Law Student Member* for an annual fee as established by the Board of Directors, notwithstanding Section 3 below. Such Law Student Member shall be entitled to receive Association mailings and attend all Association functions, but shall not be eligible to vote on Association matters nor as a committee member.
- E. Any person residing in, or employed in, Genesee County who shall submit evidence to the Executive Director demonstrating that they are currently a student in good standing in an accredited Michigan undergraduate program may be a *Law Group Member* for an annual fee as established by the Board of Directors, notwithstanding Section 3 below. Such Law Group Member shall be entitled to receive Association mailings and attend all Association functions, but shall not be eligible to vote on Association matters nor as a committee member.

- F. Any person employed in Genesee County as a legal professional including, but not limited to, paralegals, legal secretaries, judicial secretaries, court clerks, court administrators, court reporters, legal support staff may be an Affiliate Member of the Genesee County Bar Association for an annual fee as established by the Board of Directors, notwithstanding Section 3 below. Affiliate members shall not be eligible to vote nor to serve on the Board of Directors of the Association and shall not be eligible for the various insurance plans available to attorney members. Affiliate Members shall be entitled to receive Association mailings, attend all Association functions, and otherwise enjoy all privileges of membership except those specifically restricted to attorney members. Affiliate Members may serve on any committee or sub-committee but may not be a chairperson of a lawyer practice area committee. However, an Affiliate Member is not prohibited from serving as a chairperson of an Affiliate Member professional development/ practice committee.
- G. Any business organization or person conducting a business organization within Genesee County may be a Business Affiliate of the Genesee County Bar Association for an annual fee as established by the Board of Directors, notwithstanding Section 3 below. Business Affiliates shall be entitled to receive Association mailings, attend all Association functions, may serve on any committee or sub-committee but may not be a chairperson of a lawyer practice area committee, and otherwise enjoy all privileges of membership except those specifically restricted to attorney members or unless otherwise restricted by the Board of Directors. Business Members shall not be eligible to vote nor to serve on the Board of Directors of the Association and shall not be eligible for the various insurance plans available to attorney members and shall not have access to mailing lists of members, or contact information of members unless authorized by the Board of Directors of the Association. The Board of Directors of the Association may also allow advertising and sponsorships in any and all Bar publications or events at rates above those of Attorney Members.

Section 2. RESIGNATION

Active members may resign by written communication to the Board of Directors.

Section 3. DUES

- A. The annual dues of all active members shall be paid in advance in such amounts and by such due dates as the Board of Directors shall from time to time establish using the following categories:
- [i]. New Admittee (0-5 years since admission to the State Bar of Michigan).
 - [ii]. Regular Member (over 5 years since admission to the State Bar of Michigan).
 - [iii]. Associate Member (licensed to practice, however has not engaged in the practice of law for compensation in the last year and will not practice law for compensation in the forthcoming year).
 - [iv]. Law Student Member (submit evidence demonstrating current student in good standing in an accredited Michigan Law School).
 - [v]. Law Group Member (submit evidence demonstrating current student in good standing in an accredited Michigan undergraduate program).
 - [vi]. Honorary Member (attorneys who have been a member of the Association for 40 years having reached the age of 70 shall be exempt from dues).
 - [vii]. Sustaining Member (attorneys who agree to pay increased membership dues for additional privileges as established by the Board of Directors).

[viii] Affiliate Member (Any person employed in Genesee County as a legal professional, including but not limited to, paralegals, legal secretaries, judicial secretaries, court clerks, court administrators, court reporters, legal support staff).

[ix] Business Affiliate (Employee or owner of an active and authorized business operating in Genesee County, Michigan.)

- B. The Board of Directors may increase the dues, as set forth in sub-section 1, in an amount of no more than five (5) percent, without general membership approval, in any year over that assessed in the prior year.
- C. The Board of Directors shall have the power to set the annual dues amount for any category of membership.
- D. Upon failure to pay dues in full within three (3) calendar months after the same shall become due, the delinquent member shall be automatically suspended.
- E. Within two (2) calendar months after the dues shall become due, the Treasurer shall notify every delinquent member by regular mail to his or her last known address, stating that he or she is delinquent, the amount owing, and the date upon which his or her membership will be automatically suspended upon failure to pay said amount. Membership shall be restored upon payment by the delinquent member of the amount of dues owing for the year in which application is made plus twenty-five percent (25%), of the originally assessed dues.
- F. Annual dues shall be billed at least sixty (60) days prior to the due date to coincide with the Association's fiscal and program year.

Section 4. PRIVILEGES AND BENEFITS OF MEMBERSHIP

- A. Only members shall be permitted to participate in committees and lawyer referral panels of the Association, except as specifically authorized by the Board of Directors.
- B. The Board of Directors or Association committees shall have the authority to determine amounts to be charged members for events sponsored or materials furnished by the Association. The Board, or its committees, shall determine a higher charge to non-members for programs or materials made available to them.

Section 5. MISCONDUCT

If a member is disbarred or suspended from the practice of law, he or she automatically ceases to be a member of this Association.

ARTICLE III **MEETINGS OF THE ASSOCIATION**

Section 1. ANNUAL MEETING

The Annual Meeting of the Association members shall be called and held in Genesee County during the month of May or June of each year at a time and place designated by the Board of Directors for the purpose of election of Officers and Directors for the next ensuing program year. Notice of time and place of said Annual Meeting, together with names of candidates and offices to which candidates were nominated, shall be given to the membership by publication in the Flint-Genesee County Legal News at least one (1) week prior to the date of such meeting and by such other appropriate notice as shall be determined by the Board of Directors.

Section 2. OTHER MEETINGS

Other meetings of the members of the Association shall be called by the President or by the Board of Directors on a regular basis. Upon written petition of twenty (20) or more members of the Association, the President shall call a meeting for the purpose of bringing before the members of the Association any matters set forth in such written petition. Notice of time and place of such meeting, together with the purpose for which said meeting was called, shall be given to the membership by publication in the Flint-Genesee County Legal News whenever possible, and by such other means or manner as the Board of Directors shall direct; provided, however, that if at any such meeting the business to be presented shall involve an amendment to the Bylaws or to the Articles of Association, then the requirements pertaining to procedure for such amendment shall be complied with.

Section 3. QUORUM

At least forty-five (45) members of the Association shall constitute a quorum for the transaction of business at any General Membership Meeting or the Annual Meeting.

Section 4. COMMITTEE REPORTS

At least once each year, a meeting of the membership shall be called for the purpose of receiving committee reports. The Board of Directors may designate the Annual Meeting for that purpose.

Section 5. ORDER OF BUSINESS

The order of business to be transacted at any regular, special, or Annual Meeting shall be specified by the President or presiding Officer. No other business shall be submitted at a regular or Annual Meeting for action without the consent of two-thirds (2/3) of the regular members present and in good standing, or unless a member desiring to submit a matter for consideration shall deliver to the President at least two (2) weeks before the meeting a written resolution seconded in writing and setting forth the proposed action.

Section 6. RULES OF ORDER

Meetings of the Association shall be governed by Robert's Rules of Order for Deliberative Assemblies except as otherwise provided by Articles or Bylaws of the Association.

Section 7. REMOTE MEETINGS

If the Board of Directors determines by a majority vote of all existing board members that the Annual Meeting or any other General Membership meeting cannot be held in person then the Annual Meeting or any other General Membership meeting may be held remotely. This shall include participation by way of phone, internet, webinar, or any other electronic method that would allow members to hear and participate in the meeting. If written materials are to be used in the meeting they shall be published in such a way as to allow members to access the materials either prior to the meeting or during the presentation at the meeting. If approved by the Board of Directors notice shall be provided to the members as soon as practical and reasonable along with instructions on how to participate and how to cast votes on matters for consideration. Notices may be sent electronically.

If during a remote meeting votes are to be cast and counted on matters, including but not limited to the Election of Officers, Amendments to the By-Laws, or any other matters, the Executive Committee shall determine the method for casting votes and ballots and to count the votes and ballots cast so as to ensure an impartial and fair election or vote.

Section 8. *FORCE MAJEURE*.

In the event that the Annual Meeting or any other Meeting of the Association cannot be held in person because of a *force majeure event*, such as an act of God, war, terrorism, earthquake, riots, hurricanes, explosions, pandemic, unexpected governmental regulations, legislative actions, Executive Orders, governmental directives or other circumstances that make the holding and conducting of such Meeting in person impractical, impossible, illegal or inadvisable, the Association may hold such Meeting by electronic and/or telephonic means as provided in Section 9 below.

Section 9. Telephone and Electronic Meetings.

Members may participate in a meeting through the use of telephone conference, electronic video conference, or other electronic transmission so long as each member participating in the meeting can communicate with all of the other members concurrently, can be identified, can interpose an objection to or comment upon, a specific action to be taken by the Association.

ARTICLE IV
OFFICERS AND DIRECTORS

Section 1. OFFICERS

- A. The Officers of the Association shall consist of a President, Vice-President, Secretary, and Treasurer.
- B. At the Annual Meeting of the Association, the President, Vice-President, Secretary, and Treasurer shall be elected. They shall each hold office for the period of one (1) year commencing July 1st following the Annual Meeting.

Section 2. PRESIDENT AND VICE-PRESIDENT

The President shall be the principal executive officer of the Association, and shall in general supervise and control all Association business, and shall preside at all meetings of the Association and at all meetings of the Board of Directors. In the event of his or her inability to perform the duties of this office, such duties shall devolve upon the Vice-President. In the event of the death, incapacity, or resignation of the President, the Vice-President shall forthwith become President for the unexpired term. No person, who shall have served as President for a full term, shall be eligible for re-election to that office for a period of five (5) years thereafter. The President shall have the responsibility of filing such report of activities of the Association with the State Bar of Michigan as is from time to time requested by said State Bar of Michigan.

Section 3. SECRETARY

The Secretary shall be elected and shall serve for the period of one (1) year commencing July 1st following the Annual Meeting. The Secretary shall give such notices of meetings of the Association and of the Board of Directors as may be required, either personally or through the Executive Director, and shall keep minutes of all such meetings. The Secretary is charged with the duty of recording absences and noting the same in the official board minutes. The Secretary shall also perform such duties as may be prescribed by the Bylaws, the Board of Directors, or the President.

Section 4. TREASURER

The Treasurer shall be elected and shall serve for the period of one (1) year commencing July 1st following the Annual Meeting. The Treasurer shall be charged with the duty of collection of dues and shall make disbursement thereof upon the order of the Board of Directors. The Treasurer is empowered to resolve any disputes as to the amount of dues owing from a member. The Treasurer's books shall be subject to audit and the Treasurer shall make such reports as may be from time to time determined by the Board of Directors.

The Treasurer shall also furnish bond in such amount as the Board of Directors may require. The Treasurer shall also be responsible for all corporate and tax filings.

Section 5. BOARD OF DIRECTORS

The affairs of the Association shall be managed by its Board of Directors who shall advise and consult with the Officers and committee members of the Association concerning the planning, execution, and performance of their duties. The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, Immediate Past President, and sixteen (16) other members of the Association. Twelve (12) Directors shall be elected for three (3) year terms, four (4) Directors being elected at each Annual Meeting of the Association. Should a vacancy occur as a result of death, disability or resignation during a term of a Director, the Board of Directors shall appoint a member of the Association to complete such unexpired term. One (1) Specialty Bar Director shall be appointed for a one (1) year term, respectively, by each of the Presidents of the Young Lawyers Section, Mallory, VanDyne & Scott Bar Association, Flint Trial Lawyers Association, and Women Lawyers of Michigan - Genesee area region.

Section 6. MEETING OF THE BOARD

The Board of Directors shall meet at such time and place as the President or the Board may from time to time determine. Nine (9) members shall constitute a quorum for the transaction of business. The President shall call a meeting of the Board of Directors when requested in writing by four (4) members of the Board. At least twenty-four (24) hours advance notice of all meetings of the Board shall be given by telephone call or mail to the office of such Director, unless notice of such meeting is waived by all of the members of the Board of Directors.

Section 7. POWERS OF THE BOARD

The Board of Directors shall have the entire management of the affairs of the Association. The Board shall fill any vacancy in the offices of the Association, except office of President, and shall fill any vacancy on the Board of Directors to serve during the remainder of the term. The Board shall hire, fire, and direct the Executive Director and other staff. All expenditures of the funds of the Association shall be made or approved by the Board of Directors. The Board of Directors shall have powers and duties as shall be prescribed by law, the Articles of Incorporation, by Bylaws, or by appropriate action of the Association.

Section 8. REMOVAL

The Board of Directors may remove an Officer or Director for cause, including, but not limited to, excessive absences. In the event that a position of an Officer or a Board Member becomes vacant by removal, the Board shall promptly fill such vacancy until the next regular election.

Section 9. **ARTICLE OF INCORPORATION**

Upon the approval of this Section by the membership, the Secretary of the Association shall forthwith file with the Michigan Department of Commerce, Corporation and Securities Bureau, an amendment to the Association's Articles of Incorporation so as to bring the Directors of the Association within the protection of Section 209(c) of Public Act 162 of 1982, the Non Profit Corporation Act (MCL 450.2209; MSA 21.197 (209)).

ARTICLE V
NOMINATIONS AND ELECTIONS

Section 1. **ELIGIBILITY**

Any active member in good standing is eligible for nomination to the office of President, Vice-President, Treasurer, Secretary and Director, except as provided in Article V, Section 2.

Section 2. **COMMITTEE**

- A. There shall be a Nominating Committee comprised of fifteen (15) members of the Association.
 - [i]. The Chairperson of the Nominating Committee shall be the Immediate Past President of the Association and shall also be a member of the committee.
 - [ii]. The President shall be a member of the committee.
 - [iii]. The President shall appoint four (4) members, one (1) member being selected from each Specialty Bar as described in Article IV, Section 5, for a one (1) year term.
 - [iv]. The remaining nine (9) members shall be appointed as follows:
 - [a]. The President shall appoint three (3) members, each for a three (3) year term.
 - [b]. The Vice President shall appoint three (3) members, each for a one (1) year term only for FY 2004-2005.
 - [c]. The Immediate Past President shall appoint three (3) members, each for a two (2) year term only for FY 2004-2005.
- B. If there is a vacancy on the appointed Nominating Committee, the President shall appoint a new member to fill out the balance of the term.
- C. No member of the Nominating Committee shall be a member of the Board of Directors or an Officer, except for the President and Immediate Past President. No member of the Nominating Committee shall be nominated for the Board of Directors or as an Officer.
- D. No member may be nominated for more than one seat to the Nominating Committee.

Section 3. **PETITIONS**

- A. The Nominating Committee shall establish a deadline for nominating petitions to be submitted by any interested party upon a form approved by said committee. Notice of the nominating petition deadline shall be published in the Flint - Genesee County Legal News at least thirty (30) days prior to the deadline as herein set forth.
- B. No nominations shall be allowed in any form after the deadline except upon authorization of the Board of Directors, or as provided for in Article V, Section 5.

Section 4. SLATE OF OFFICERS

Not less than one (1) month prior to the annual election, the Nominating Committee shall nominate one (1) or more candidates for Vice-President, Secretary, Treasurer, and for Directors, as there shall be vacancies. The Vice-President shall be nominated as President unless two-thirds (2/3) of the Committee shall object. Notice of the nominations shall be promptly given to the membership.

Section 5. OTHER NOMINATIONS

Other nominations of candidates for President, Vice-President, Secretary, Treasurer, and Director shall be made by petition with the signature of at least seven (7) active members in good standing of the Association and be submitted at least two (2) weeks prior to the annual election to the Secretary of the Association, who shall forthwith submit it to the Association at the Annual Meeting.

Section 6. NOTICE

Notice of nominations by the Nominating Committee and by timely petition, together with notice of the time and place of the Annual Meeting required by Article III, Section I, shall be given to the members; and such notice shall designate which of the nominees were selected by the Nominating Committee and which were selected by petition pursuant to Section 5 of this Article.

Section 7. ANNUAL MEETING

- A. Nominations for Officers and Directors may not be made from the floor at the time of the annual election.
- B. At the Annual Meeting the President shall appoint two (2) or more members of the Association, none of whom shall be candidates or Officers, who, together with the Secretary, shall tabulate the ballots cast at the Annual Meeting and shall announce the results thereof for each office.
- C. At the Annual Meeting, if the election shall be held by ballot, those receiving the majority vote of all the active members present shall be declared elected to their respective offices. In case a majority is not obtained on the first ballot, then the two (2) candidates receiving the highest number of votes for each office shall participate in a run-off ballot. In the event there is no contest for an office, the election may be by acclamation.

ARTICLE VI
COMMITTEES

Section 1. GENERAL PROVISIONS

The Board of Directors may constitute committees, may define the powers of such committees, and may abolish any committee.

Section 2. APPOINTMENT OF COMMITTEES

The President shall appoint from the active members of the Association the members of all committees and shall designate the chairperson of each, except appointments to the Nominating Committee, which are provided for in Article V, Section 2. The members of such committees shall be appointed annually and shall continue to serve at the pleasure of the President. The President may fill vacancies or add to the membership of a committee from time to time.

Section 3. **REPORTS**

All committees shall submit reports to the President or the Board of Directors of the Association. Such reports shall be in writing, and shall indicate in detail the meetings of said committees, the projects accomplished, the recommended future projects, and the participation of each committee member.

ARTICLE VII
EXECUTIVE DIRECTOR

Section 1. **FUNCTION**

The administrative business of the Association shall be carried on by an Executive Director employed by the Association. The Executive Director shall be supervised by the President, subject to the control of the Board of Directors.

Section 2. **RESPONSIBILITIES**

In addition to carrying out other duties as may be assigned by the President or the Board of Directors, the Executive Director shall coordinate the programs and policies of the Board, represent the Association where appropriate to do so in matters of public relations, and report to the Board of Directors at its meetings as to the activities of the Association.

Section 3. **LIMITATION OF AUTHORITY**

The Executive Director shall not contractually bind the Association without the authorization of the Board of Directors.

ARTICLE VIII
ATTORNEY REFERRAL SERVICE

Section 1. **ESTABLISHMENT**

As a public service, the Association may establish and maintain an Attorney Referral Service and advertise such service in such manner as the Board of Directors shall from time to time determine.

Section 2. **OPERATION**

The operation of the Attorney Referral Service shall be the responsibility of a committee, the chairperson and members of which shall be appointed by the President. The Board of Directors shall establish and adopt such rules, regulations, fees, and procedures as it deems advisable in the operation of such Attorney Referral Service as a public service. After the approval of such rules, regulations, procedures, and fees by the Board of Directors, a copy of same shall be submitted and mailed to all members of the Association who have indicated a willingness and a desire to accept referrals from the Attorney Referral Service.

Section 3. **MEMBER PARTICIPATION**

All members in good standing of the Association shall be eligible to participate in the Attorney Referral Service, except Associate Members and Law School Members. Any member may participate by so advising the chairperson of the Attorney Referral Committee or the Executive Director of his or her wish to participate and by complying with all the rules, regulations, procedures, and fees of the Attorney Referral Service established by the Board of Directors.

Section 4. CENSURE, SUSPENSION, AND REMOVAL

The Board of Directors shall adopt such rules, regulations, and procedures as it deems advisable to censure, suspend, or remove any member from participation in the Attorney Referral Service.

ARTICLE IX
AMENDMENTS

Section 1. PROCESS

- A. Ten (10) days notice in writing of a proposed amendment to these Bylaws shall be given to the President or Secretary.
- B. The Bylaws may be amended at any Annual Meeting or at any special meeting of the Association.
- C. A quorum must be present at this meeting.
- D. The amendment (s) must be approved by a vote of two-thirds (2/3) of those present.
- E. The Secretary shall transmit to the membership a written notice containing the proposed amendment at least ten (10) days prior to any such meeting.

ARTICLE X
EFFECT OF ADOPTION OF BYLAWS

The Bylaws, as hereby revised and amended, shall take effect immediately upon their adoption, except that no election of Officers or Directors shall be required hereunder until the next Annual Meeting of the Association, and the present Officers and Board of Directors shall continue in office until such Annual Meeting.

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Note: Bylaws approved on 5-24-2005 at Annual Meeting.

Note: Bylaws amendments approved on 4-16-2012 at Special Meeting.

Note: Bylaws approved on 6-24-2020 at Annual Meeting.