

Revised 2/3/2012

BYLAWS OF  
NATIONAL COUNCIL OF LAWYER DISCIPLINARY BOARDS

ARTICLE I – NAME

The name of the Corporation is National Council of Lawyer Disciplinary Boards, Inc.

ARTICLE II – PURPOSES

Section 1. Mission Statement. The National Council of Lawyer Disciplinary Boards serves as a national forum for the exchange of information and ideas about the administration, conduct and improvement of formal disciplinary and related proceedings for lawyers admitted to practice law in one or more jurisdictions of the United States.

Section 2. In General. The purposes for which the Corporation is organized are to provide for:

(a) The exchange, among the members and staff the lawyer disciplinary entities for each jurisdiction within the United States of America, of information about and views on the common duties, responsibilities, problems and procedures of the disciplinary entities;

(b) The exchange of rules, both substantive and procedural, for the resolution of lawyer disciplinary proceedings;

(c) Joint, coordinated action to address lawyer discipline problems occurring throughout the country;

(d) The exchange of information about findings of disciplinary liability and sanctions imposed on particular lawyers who practice within more than one jurisdiction;

(e) The exchange of any other information of interest to all members and staff of the lawyer disciplinary entities;

(f) Participation in and promotion of institutes and seminars to increase the knowledge, efficiency and consistency of action of members and staff of the disciplinary entities; and

(g) Any purpose consistent with the above purposes which is proper for an exclusively charitable and educational organization.

Section 3. Not for Profit. The Corporation is not organized, nor will it be operated, for pecuniary profit and shall not declare or make dividends or other financial distributions to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 hereof.

### ARTICLE III – OFFICES

The registered corporate office of the Corporation shall be in Austin, Texas. The executive headquarters and business offices may be established in such city or cities of the United States and elsewhere as the Board of Directors may from time to time determine.

### ARTICLE IV – MEMBERSHIP

Section 1. Members. Any disciplinary entity which has authority either to decide lawyer disciplinary matters or to hear evidence and make recommendations for the decision of lawyer disciplinary matters is eligible to be a member of the Corporation. Each such entity shall be referred to throughout these bylaws as a “Disciplinary Board.” Any person who serves as a member of or on the staff of a Disciplinary Board shall have a right to participate in the annual meeting of the Corporation, as well as the right to serve as an officer or director of the Corporation or as the chair of a committee.

Section 2. Associate Members. Associate members shall be those persons who either have ceased to be members of or on staff with a Disciplinary Board described in Section 1 of this Article or who are members of or on staff with a Disciplinary Board in a jurisdiction outside of the United States. Although associate members shall not be eligible to serve as President, President-Elect, Secretary, Treasurer or as a voting director or to vote, they shall otherwise have all of the rights and privileges of membership.

Section 3. Membership Year. The membership year shall be from July 1 to the last day of the following June of each year, inclusive. All memberships shall date from July 1.

Section 4. Dues Obligation. Members and associate members shall pay annual dues to the Corporation as provided for in Article VI. The obligation to pay dues shall continue from year to year unless a written resignation of a member or associate member is received by the Secretary before the end of the membership year for which dues have been paid. Any member or associate member who is in arrears for dues for six months shall cease to be a member of the Corporation and shall be so notified by the Secretary. A member or associate member who has failed to retain membership pursuant to this section may be reinstated by the Membership Committee by payment of the current membership year’s dues obligation if said member or associate member seeks reinstatement.

Section 5. Voting. Each Disciplinary Board that is a member of the Corporation and which sends members and/or staff to attend the Annual Meeting shall be entitled to two votes. Each Disciplinary Board that is entitled to vote shall identify to the Secretary, before the first vote of any kind at an Annual Meeting is called, the persons who have been designated by that Board to cast that Board’s votes. In the event that any such designated person has registered to attend and has paid the registration fee, but is absent from the business portion of the meeting, that designated person may tender his or her written proxy to any other person who is a member of or on staff with the same Board for which the designated person was to cast a vote. All such

proxies shall be tendered to the Secretary in advance of the calling of the first vote during the business meeting of the Corporation.

Section 6. Membership List. To the extent feasible, the Secretary shall keep a membership list of the names and addresses of all persons currently serving as members of or on staff with Disciplinary Boards that are members of the Corporation and of all current associate members.

#### **ARTICLE V – MEMBERSHIP MEETINGS**

Section 1. Annual Meetings. The Corporation shall have an Annual Meeting at a time and place and with a meeting registration fee to be fixed by the Board of Directors. The Secretary of the Corporation shall be required to mail a notice of the time, place and meeting registration fee of the Annual Meeting to each member at least 30 days before each meeting. The Annual Meeting of the Corporation shall be held, to the maximum extent feasible, at the same general location and time as the Mid-Year meeting of the American Bar Association.

Section 2. Special Meetings. Any four (4) Directors may call a Special Meeting of the members at any time by directing the Secretary to mail notice of the time and place of such meeting, as well as the purpose of such meeting and the subjects to be considered, to the members at least fourteen (14) days in advance of such Special Meeting.

Section 3. Quorum. The presence of at least twenty-five percent (25%) of the members and/or staff of any member Disciplinary Board registered to attend any meeting of the Corporation shall constitute a quorum for any business conducted at the meeting.

Section 4. Closed Meetings. The membership may by majority vote of those present at a meeting close any session at any meeting to persons not members or associate members of the Corporation.

Section 5. Rules of Procedure. The Corporation adopts as its Rules of Procedure the current version of Robert's Rules of Order.

#### **ARTICLE VI – DUES**

Section 1. Annual Dues. All annual dues, payable to the Treasurer of the Corporation, will be due and payable on or before July 1 of each year.

Section 2. Determination and Billing of Annual Dues. The Board of Directors shall determine the amount of each annual dues assessment. Upon good cause shown, the Board may waive the annual dues assessment or impose a lesser annual dues assessment for particular Disciplinary Boards which, in the judgment of the Board of Directors, would otherwise not be able to participate in the Corporation. Declaration of the amount of and applicable waiver provisions for dues shall be appended to the minutes next distributed after the meeting of the Board of Directors at which such decisions are made. After September 1 of each year, the Treasurer shall send dues statements to members at the amount set pursuant to this Article.

Section 3. Other Receipts. The Board of Directors is authorized and empowered on behalf of the Corporation to receive by devise, bequest, donation, or otherwise, either real or personal property; to hold the same absolutely or in trust; to invest, reinvest, and manage the same; and to apply said property and the income arising therefrom to the purposes of the Corporation.

## ARTICLE VII – BOARD OF DIRECTORS

Section 1. General. Except for those matters expressly reserved to the members of the Corporation by statute, the Articles of Incorporation or these Bylaws, the business and affairs of the Corporation shall be managed by a Board of Directors to be elected by the member Disciplinary Boards in the manner provided by Sections 2 and 3 of this Article. The Board of Directors may, at any business meeting of the Corporation, submit unresolved or controversial questions to the voting membership. The Inaugural Board of Directors shall be composed of those individuals named in the Articles of Incorporation of the Corporation and selected in the manner set out in Section 2 of this Article, and they shall serve until their successors are elected and qualified in the manner set forth in Section 3 of this Article.

Section 2. Selection of Inaugural Board of Directors and Method of Nominating First Elected Board of Directors. The initial Board of Directors shall be comprised of members and staff of Disciplinary Boards who intend to become members of the Corporation immediately after its formation and who have participated in one or more of the meetings of such Boards to organize, plan and accept responsibility for arranging the first meeting of the Corporation. All of the members and staff who have participated in one or more of such meetings shall, acting as a committee of the whole, select from among themselves those who will serve on the Inaugural Board of Directors as President, President-Elect, Secretary, Treasurer and Directors-At-Large. Such selection process may be by e-mail or fax on a date to be selected by the group, but no later than November 28, 2003. A simple majority vote of those participating in the selection process shall be sufficient to confirm a director or officer in his or her position. The same group of all of the members and staff who have participated in one or more of the meetings of such Boards to organize, plan and accept responsibility for arranging the first meeting of the Corporation shall, in the same manner, decide on and nominate a slate of candidates for election at the first annual meeting of the Corporation. The slate of candidates may be the Inaugural Board of Directors or a completely or partially different group of eligible members of the Corporation. The Inaugural Board of Directors shall serve until such time as their successors are elected at the first Annual Meeting of the Corporation and take office on the immediately following March 1.

Section 3. Eligibility, Terms and Election. The Board of Directors shall consist of eight individuals, each of whom must currently be either a member of or on staff with a Disciplinary Board that is a member of the Corporation. Upon election, each director shall enter upon the performance of his or her duties at the beginning of the membership year immediately following the Annual Meeting at which he or she was elected and shall continue in office for his or her elected term (or until his or her resignation, death or removal) and until the end of the membership year in which his or her successor is elected and qualified. The President, President-Elect, Secretary, Treasurer (each of whom shall be elected in the manner provided for

in Article VIII of these bylaws), Immediate Past President and three at-large directors shall comprise the Board of Directors. The terms of the officer Directors shall run concurrently with their terms as officers of the Corporation. The three At-Large Directors shall be elected for three-year terms, although the first three At-Large Directors shall determine, by lots, which of them shall serve a one-year, which a two-year and which a three-year term, such that, thereafter, one At-Large Director shall be elected at each Annual Meeting of the Corporation. The President of the Corporation shall serve as the Chair of the Board of Directors. It shall be the duty of the President, as Chair of the Board, to preside at all meetings of the Corporation and of the Board of Directors and to perform all other duties of the office of Chair as usually understood. In his or her absence, the President-Elect shall perform such duties. In addition, the two past presidents immediately preceding the Immediate Past President shall serve as ex-officio Directors who may participate in meetings of the Board but shall not vote on matters before the Board.

Section 4. Vacancies. Any vacancy that may occur on the Board of Directors by reason of death, resignation, or otherwise of the President-Elect, Secretary, Treasurer or At-Large Director shall be filled by an appointment by the President serving when the vacancy arises. Any person so appointed to the position of President-Elect shall not automatically assume the office of the President at the next Annual Meeting. In such event, the office of the President shall be filled by vote at such Annual Meeting, as provided for in Section 4 of Article VIII. Any vacancy in the office of the President shall be filled automatically by the President-Elect, who shall then appoint an individual to serve as the new President-Elect.

Section 5. Disability. In the event that a director is no longer able effectively to perform the ordinary and necessary functions associated with that position or his or her elected or appointed office, as determined by a two-thirds or greater majority of the other directors, said director shall be notified by the Chair or, if the Chair is deemed incapacitated, by the President-Elect, that said director has been removed from office. The vacancy shall thereafter be filled as set forth in Section 4 of this Article.

Section 6. Voting. Each director shall have one vote and, unless otherwise required by statute, the Articles of Incorporation or these Bylaws, the vote of a majority of the directors present at any meeting at which a quorum is present shall constitute the action of the directors and may be represented as such for all purposes. Directors may vote by written proxy, but only if such proxy is given to another director prior to the meeting at which it is to be used.

Section 7. Quorum. The participation of at least four of the directors, in person, by telephone, or virtually or by other electronic means, shall constitute a quorum necessary to conduct all business of the Board of Directors.

Section 8. Written Consent. Any action required to be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote. Such written consent shall have the same force and effect as a unanimous vote of the Board of Directors.

Section 9. Meetings. The Board of Directors shall meet at the Annual Meeting of the Corporation. In addition, special meetings of the Board of Directors may be called at any time by the Chair of the Board of Directors. Meetings may take place in person, by telephone, internet or by other electronic means.

Section 10. Finances. The Board of Directors shall formulate and administer the Corporation's written policy respecting authorized expenditures and shall have the power to allocate the funds of the Corporation to carry out the purposes of the Corporation. The written financial policies of the Corporation shall be general, and are not intended to detail or limit the payment of day-to-day operating expenses of the Corporation.

Section 11. Travel Allowance.

a. Reasonable travel allowances of directors incurred in attending to the business of the Corporation may be paid by the Corporation in an amount approved by the President when claimed by any director and not otherwise paid by the director's individual Disciplinary Board.

b. The Board of Directors shall have the authority to approve reasonable travel expense reimbursement for any potential invited guest speakers who are not currently staff lawyers or adjudicators of member Disciplinary Boards and who are not associate members of the Corporation, provided that the guest speaker would not otherwise be in attendance at the meeting and he or she is not reimbursed by any other source for such expense. The approval of the Board of Directors shall be obtained for such potential speakers before the extension of an offer to pay expenses is made.

Section 12. Audit of Accounts. Upon majority vote, the Board of Directors shall cause the financial accounts of the Corporation to be audited or subjected to other financial examination when it deems such examination is appropriate and necessary. Annually the Treasurer shall submit a financial statement of the accounts, which need not be certified, to the membership in writing at the Annual Meeting following the end of each membership year.

## **ARTICLE VIII – OFFICERS AND AT-LARGE DIRECTORS**

Section 1. Officers. The officers of the Corporation shall be a President, a President-Elect, a Secretary and a Treasurer. To the extent possible, the position of President-Elect should alternate each year between someone who is a member of and someone who is on the staff of a Disciplinary Board that is a member of the Corporation. The Nominating Committee, in submitting names of candidates for the office of President-Elect, shall take such goal into account in selecting candidates for this office, as shall any person who nominates an individual for the office of President-Elect.

Section 2. At-Large Directors. There shall be three At-Large Directors.

Section 3. Duties. The duties of the officers shall be as usually pertain to the offices they hold, and any other duties as may be delegated by the Board of Directors or as prescribed in these Bylaws.

Section 4. Terms. Each year, the newly-elected officers and directors of the Corporation shall take office at the beginning of the membership year immediately following the Annual Meeting at which they were elected. Each of the officers shall hold office for one year or until his or her successor qualifies. Officers may succeed themselves in office, except as prevented by the operation of these Bylaws. Each of the At-Large Directors shall hold office for three years or until his or her successor qualifies. At-Large Directors may succeed himself or herself once, such that the Inaugural At-Large Directors may all be elected to the position of At-Large Director at the first Annual Meeting of the Corporation.

Section 5. Election of Officers and At-Large Directors.

a. The President-Elect shall succeed to the office of the President at the expiration of the President's term of office.

b. Two months before the Annual Meeting other than the first Annual Meeting, the Nominating Committee shall submit to the Secretary the names of candidates for the offices of the President-Elect, Secretary, Treasurer and At-Large Director. In the event of a vacancy in the office of the President which is to be filled in the manner provided for in Section 4 of Article VII of these bylaws, the Nominating Committee shall also submit the name of a candidate for the office of President.

c. In addition to the candidates selected by the Nominating Committee, persons who are currently on staff with or members of Disciplinary Boards that are members of the Corporation may either (i) two months before the Annual Meeting, submit to the Secretary the names of candidates for each designated office or at-large director that they wish added to the ballot; or (ii) place in nomination the names of candidates by a motion duly made and seconded at the Annual Meeting.

d. The Secretary shall cause a notice containing all the nominations received pursuant to Sections 5.b. and c.(i), above, to be mailed to all member Disciplinary Boards at least one month before the Annual Meeting. Each candidate shall have the opportunity to have his or her name stricken from that notice before it is mailed. Each candidate shall have the opportunity, at the candidate's expense, to have mailed with the notice a statement of not more than one page which may outline past Corporation activities, specific related activities and service, and the priorities that he or she would set while an officer or director.

e. Voting shall be by voice unless a written ballot is required or the presiding officer requests a show of hands or written ballot. The Secretary or the Secretary's designee shall be responsible for the authentication of proxies and the preparation and distribution of any written ballots. Preprinted ballots and proxies containing the name of the organization are preferred. Each office shall be filled successively, as follows, before

the vote on the next office begins: President (if necessary because the then-current President-Elect was appointed to fill a vacancy), President-Elect, Secretary, Treasurer, and At-Large Director. When only one candidate is nominated for an office, the President may call for a voice vote.

f. A majority of the votes entitled to be cast by the member Disciplinary Boards who have staff or members present at a meeting at which a quorum is present shall be necessary to elect an officer or At-Large Director. If there are more than two candidates for any director position and no one candidate receives a majority vote, the candidate receiving the fewest votes shall be dropped from the ballot, and a new vote shall be taken. This procedure shall be repeated until one candidate receives a majority of the votes.

g. Proxies shall set forth the name and jurisdiction of the Disciplinary Board-designated person who has granted the proxy, the statement of such designated person indicating that he or she will not be present during the business meeting, and the name of the individual to whom the proxy is granted. The proxy shall be signed by the person granting the proxy and lodged with the Secretary before the start of the business meeting. After a person has lodged a proxy with the Secretary pursuant to Article IV Section 5 of these Bylaws, the Secretary shall determine the authenticity of the proxy and, if authenticated, note the fact of the proxy on the meeting registration roll. The Secretary shall report the number of proxies authenticated to the presiding officer before the call of the vote. If one or more proxies are authenticated, the following procedures may be employed by the presiding officer: In a voice vote, if the presiding officer believes that there is no clear majority, the presiding officer may take into account the number of proxies in determining whether to use an alternative means of voting. In a vote by show of hands, the presiding officer may request a separate show of hands for proxy votes so that those votes may be properly counted. In a vote by written ballot, those distributing ballots to individuals shall provide an additional ballot to each individual who holds an authenticated proxy.

#### **ARTICLE IX – ANCILLARY OFFICERS**

Section 1. Assistant Secretary. The President may appoint an Assistant Secretary to maintain the membership rolls of the Corporation and assist the Standing Committees. The Assistant Secretary so appointed shall continue in office until, at the discretion of the President, a replacement is appointed or the President designates the office as vacated.

Section 2. General Counsel. The President may appoint a General Counsel to review the Corporate affairs and advise the Corporation. The General Counsel so appointed shall continue in office until, at the discretion of the President, a replacement is appointed or the President designates the office as vacated.



## ARTICLE X – MAIL, TELEFAX, OR ELECTRONIC MAIL VOTE

Section 1. Sending of notices by mail, telefacsimile or electronic mail. The secretary may elect to send any notice to a member required to be mailed by these bylaws to that member by means of postal mail, or telefacsimile, or electronic mail, to each member's address provided the secretary for the communications medium chosen by the secretary.

Section 2. Whenever, in the judgment of the Board of Directors, any question shall arise which should be put to a vote of the membership and when the directors deem it inexpedient to call a Special Meeting for such purpose, the directors may, unless otherwise required by statute, the Articles of Incorporation or these Bylaws, submit such matter in writing by mail, telefax or electronic mail for vote and decision, and the question thus presented shall be determined according to a simple majority (or a higher percentage if required by statute, the Articles of Incorporation or these Bylaws) of the votes received by the same medium within three (3) weeks after submission if the submission was made by mail, two (2) weeks after submission if the submission was made by telefax, or one (1) week after submission if the submission was made by electronic mail.

## ARTICLE XI – COMMITTEES

Section 1. In General. Committees may be established by the President. He or she shall have the power to appoint any committees that in his or her judgment may be necessary for the proper conduct of the business of the Corporation. The President shall also fill all Committee vacancies that arise during his or her term as President.

Section 2. Standing Committees. Appointments to the Standing Committees as outlined below shall be made either by the President-Elect who automatically succeeds to the position of President at the Annual Meeting immediately before his or her installation as President or, if no such person exists, by the newly-elected President immediately following his or her election and qualification for office. Said appointees of Standing Committees shall continue in such capacity upon failure of the succeeding President-Elect to make appointments as provided in this section. Except as provided in these Bylaws, any person currently serving as a member of a staff of a Disciplinary Board or a member of a Disciplinary Board that is a member of the Corporation, may serve as a committee chair. Associate members may be appointed to serve as advisory (non-voting) members of any committee except the Nominating Committee.

a. Membership and Communication Committees. The Membership and Communication Committees shall approve the applications of all prospective members and associate members to join the Corporation, shall recruit potential members, and perform and perform similar ancillary duties regarding membership, and shall organize and coordinate all aspects of external publication of materials as authorized under Article XIV, including budget allocation and identification of the proper scope of dissemination.

b. Nominating Committee. The immediate past President serving as chair and at least two additional persons who are current or former staff for or members of

Disciplinary Boards that are members of the Corporation shall constitute the Nominating Committee. Said Committee shall perform those necessary functions associated with Article VIII of these Bylaws.

c. Program Committee. The President-Elect shall chair the program committee and such other appointed persons who are current or former staff for or members of Disciplinary Boards that are members of the Corporation shall constitute the Program Committee. The Program Committee shall prepare agendas and organize activities for the meetings of the Corporation. The Committee should utilize a flexible long-range plan insofar as practicable. The Committee's semi-annual report to the membership should include a list of proposed program topics for the next Annual Meeting, which will be subject to change as circumstances may require.

## **ARTICLE XII – REPRESENTATION OF CORPORATION**

Section 1. Representation. No person who is a member of or staff for a Disciplinary Board that is a member of the Corporation shall express, as the policy of the Corporation, opinions or positions that have not been determined or adopted by the action of or resolutions voted on by the membership or determined by the board of directors. Similarly, no associate member of the Corporation shall express, as the policy of the Corporation, opinions or positions that have not been determined or adopted by the action of or resolutions voted on by the membership or determined by the board of directors.

Section 2. Personal Views. All persons who are members of or staff for Disciplinary Boards that are members of the Corporation, when making public utterances, who permit themselves to be identified as officers, directors, members or associate members of the Corporation shall clearly identify as personal any views expressed that are at variance with or have not been adopted as the policy of the Corporation known to such persons.

## **ARTICLE XIII – INSIGNIA**

The Corporation may have an insignia or corporate seal of such design as the Board of Directors may adopt.

## **ARTICLE XIV – PUBLICATION**

The Board of Directors may authorize publications which in the judgment of the Board of Directors are consistent with the purposes of the Corporation enumerated in Article II.

## **ARTICLE XV – AMENDMENTS TO THE BYLAWS**

Section 1. Petition for Amendment. Any petition for amendment of these Bylaws and the reasons for the proposed amendments shall be submitted in writing to the Board of Directors through the Secretary over the signatures of not fewer than three persons who are staff for or members of three distinct Disciplinary Boards.

Section 2. Consideration by the Board of Directors. Each petition for amendment shall be considered for the first time at the first meeting of the Board of Directors following receipt of the petition by the Secretary.

Section 3. Ratification by Membership. If the petition receives the vote of the majority of the Board of Directors, it shall be presented to the membership for ratification. A majority of the votes entitled to be cast by the membership shall be required for approval of the petition.

Section 4. Rejection of Petition. If a petition is not approved by the Board of Directors, this fact shall be made known to the membership attending the next regular Annual Meeting of the Corporation. If 25% of the membership petitions the Board of Directors, a vote on the proposed bylaws amendment change that was rejected by the Board of Directors shall be put on the agenda of the next Annual Meeting.

#### **ARTICLE XVI – AMENDMENTS TO THE ARTICLES OF INCORPORATION**

Section 1. Resolution. The Board of Directors shall adopt a resolution setting forth the proposed amendment to the Articles of Incorporation and directing that it be submitted to a vote at a meeting of the members.

Section 2. Notice. The Secretary shall mail a notice setting forth the proposed amendment or a summary of the change to be effected thereby to each member within the time and the manner provided in Article V, Section 1.

Section 3. Adoption. The proposed amendment shall be submitted to the membership at the Annual Meeting or a Special Meeting of the Corporation. The proposed amendment shall be adopted by the affirmative vote of at least two-thirds of the votes entitled to be cast by those present at such meeting.

#### **ARTICLE XVII – ENDORSEMENT**

The name of the Corporation shall not be used in any way that tends to indicate official endorsement of commercial products, services, publications or positions, which implies an endorsement of any business or which suggests that membership in the Corporation is available to any organization.

#### **ARTICLE XVIII – DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively to an organization or organizations that are organized and operated exclusively for charitable and educational purposes as shall, at the time of dissolution, qualify as an exempt organization or as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors at that time may determine.