

BYLAWS
of
DOUGLAS COUNTY BAR ASSOCIATION

ARTICLE I – OFFICES

The principal office and place of business of the corporation shall be in the City of Lawrence, Douglas County, Kansas.

ARTICLE II – MEMBERS

Section 1. Any person who is a member in good standing of the Bar of the Supreme Court of Kansas or of the highest court of any other state in the United States, and who resides in or is employed in Douglas County, Kansas, is eligible for membership and shall become a member upon payment of dues to the corporation by such person.

Section 2. All the rights, powers, and privileges of any member of the corporation shall cease for all purposes for all persons who are ineligible for membership, who are delinquent in their dues, or upon the death or resignation of such member.

Section 3. Each member shall be entitled to one vote at all meetings of the members.

ARTICLE III – DUES

Section 1. Annual dues for the corporation shall be established by the board of directors and shall remain established until changed by the board of directors.

Section 2. Dues shall become payable at the beginning of the calendar year and unless paid shall become delinquent on the last day of February of each such year.

ARTICLE IV – MEETING OF MEMBERS

Section 1. The annual meeting of members of the corporation for the election of officers and the transaction of such business as may come before the meeting shall be held at 6:00 o'clock p.m. on the first Thursday in March in each year, at a place to be specified in the notice of such meeting. Notice of the annual meeting of the members shall be sent by e-mail by the secretary to each member entitled to vote at such meeting, at his or her last known e-mail address not less than five (5) days prior to the date of such meeting.

Section 2. Regular meetings of the members shall be held at 6:00 o'clock p.m. on the first Thursday of each month, at a place to be specified in the notice of such meeting, which notice shall be sent by e-mail by the secretary to each member, at his or her last known e-mail address, prior to such meeting.

Section 3. Special meetings of the members shall be called at any time by the secretary upon the request of the president or by written request of a majority of the board of directors. All special meetings shall be held at a time and place to be specified in the notice of such meeting, which notice shall be e-mailed by the secretary to each member, at his or her last known e-mail address not less than three (3) days prior to the date of such meeting, and which notice shall state the purpose or purposes for which such special meeting is called.

Section 4. The members present in person shall constitute a quorum for the transaction of business.

Section 5. At all meetings of the members, all questions, unless otherwise expressly directed by Statute or by these bylaws, shall be decided by the vote of a majority of the members who shall be present at the meeting in person or by written proxy and who shall vote thereon.

ARTICLE V - DIRECTORS

Section 1. The board of directors shall consist of the corporation's president and those four immediate past presidents who are willing to serve in such capacity.

Section 2. All corporate powers shall be vested in and exercised by the board of directors of the corporation, except as otherwise expressly provided by law, by the Articles of Incorporation, or by these bylaws.

Section 3. Regular meetings of the board of directors may be held at such places and at such times as may be fixed from time to time by resolutions of the board of directors and no notice need be given of such regular meetings. The president may call, and upon written request signed by a majority of the board of directors the secretary shall call, special meetings of the board of directors on two days' notice to each member of the board of directors given by telephone, letter, postcard, e-mail or personally. Special meetings of the board of directors shall be held at such place as may be designated in the notice or waiver of notice of such meeting.

Section 4. The presence in person of not less than one-half of the members of the board of directors then in office shall be necessary and sufficient to constitute a quorum for the

transaction of business, but a smaller number may adjourn any meeting to a later date and at least one day's notice of such adjourned date shall be given to each member of the board of directors who was not present at such meeting.

ARTICLE VI – OFFICERS

Section 1. The officers of the corporation shall be a president, who shall be a chairman of the board of directors, a vice-president, and a secretary-treasurer. A slate of officers may be nominated by the board of directors. Nominations may also be made from the floor by any member present in person at the annual meeting. Officers shall be separately elected by majority vote of the members present and voting at the annual meeting.

Section 2. The term of office of each officer shall be from April 1 of the year of his or her election until March 31 of the following year. The board of directors may, with or without cause, remove any officer of the corporation and declare such office vacant. Upon the removal or resignation of any officer, the board of directors may appoint a successor to complete the term of the officer who has resigned or was removed.

Section 3. The president shall preside at all meetings of the board of directors, may give notice of any meeting of the board of directors, and shall perform such duties as are customarily incident to the office of the president and such other duties as shall be directed by the board of directors.

Section 4. The vice-president shall perform the duties of the president in the case of death, absence or inability of the president to act for any cause.

Section 5. The secretary-treasurer shall give notice of all meetings of members and of the board of directors of the corporation which are required or permitted by these bylaws, shall keep a record of the proceedings at each meeting of the members or directors, shall keep an accurate list of members of the corporation, with their names and addresses, shall collect and keep an account of all monies received and expended for the use of the corporation, shall promptly deposit sums received by the corporation in the corporation in such depositories as shall be approved by the board of directors, shall make reports of the finances of the corporation at each annual meeting and when called upon by the president, and shall perform such other duties as shall be directed by the board of directors. The funds, books and vouchers in the hands of the secretary-treasurer shall at all times be subject to the inspection, supervision and control of the

board of directors, and at the expiration of his term of office the secretary-treasurer shall turn over to his successor in office all books, money, and other property in his possession.

Section 6. Vacancies in any office may be filled by the board of directors at any regular meeting or at a special meeting called for that purpose.

ARTICLE VII – COMMITTEES

Section 1. There shall be the following standing committees:

- (a) Ethics Committee;
- (b) Bench-Bar Committee; and
- (c) Young Lawyers Committee.

Section 2. The Ethics Committee shall be composed of the president and six (6) to eight (8) other members. The president shall serve on the Committee until the end of his or her term as president. All terms, except unexpired terms and the president's term, shall be four (4) years. At the beginning of his or her term, the president shall appoint or re-appoint a member to the vacant position on the Committee, and shall appoint a committee member to serve as Chair for the year. The prior Committee shall continue to serve in order to complete any investigation commenced prior to the end of its term. The Ethics Committee shall investigate complaints and make recommendations as to proper action thereon in conformity with the rules of the Kansas Supreme Court relating to disciplinary administration.

Section 3. The Bench-Bar Committee shall be composed of the president of the corporation, the president of the Young Lawyers Section, and five (5) other members. The president and the president of the Young Lawyers Section shall serve on the Committee until the end of their respective terms as president of the corporation or the Young Lawyers Section. In 1983, the president shall designate each of the five (5) members of the Committee for a term ending March 31, 1984, March 31, 1985, March 31, 1986, March 31, 1987, and March 31, 1988, with no two members to serve the same term. Thereafter, all terms, except unexpired terms and the terms of the president and the president of the Young Lawyers Section, shall be five (5) years. At the beginning of his or her term, the president shall appoint or re-appoint a member to the vacant position on the Committee. The Bench-Bar Committee shall be responsible for communicating concerns and advancing the professional relationship between the members of the bar and the judges of Douglas County, Kansas.

Section 4. The Young Lawyers Committee shall be composed of the board of directors of the Young Lawyers Section selected in accordance with the bylaws of the Young Lawyers Section. The Young Lawyers Section shall consist of members who have practiced law in Douglas County, Kansas, for less than five (5) years or who are less than thirty-six (36) years of age. The Young Lawyers Committee shall be responsible for organizing an ongoing public relations campaign culminating in the observance of Law Day on May 1 of each year and organizing meetings with speakers who will discuss topics of interest to the bar.

Section 5. Special or advisory committees may be appointed by the president to investigate and study matters relating to specific purposes, business or objects of the corporation, for such term as the president may direct.

Section 6. A majority of the board of directors may remove any members of any committee, other than the Young Lawyers Committee, for cause. In the event of removal, resignation, death or disqualification of any members of any committee, other than the Young Lawyers Committee, the president shall appoint a successor for the unexpired term.

ARTICLE VIII – WAIVER OF NOTICE

Whenever notice is required to be given under any provision of these bylaws, a written waiver thereof, signed by the person entitled to notice, which may be sent by e-mail, whether before or after the time stated therein, shall be deemed equivalent notice. Attendance of a person at a meeting shall constitute waiver of notice.

ARTICLE IX – COMPENSATION

Officers and members of the board of directors of the corporation shall serve without compensation. Any member, officer or director may be compensated or reimbursed for services actually rendered or expenses actually incurred by him or her for the corporation with prior approval of the president or secretary.

ARTICLE X – NEGOTIABLE INSTRUMENTS

Checks, promissory notes, and other instruments for the payment of money shall be signed by such persons as may from time to time be designated by the board of directors.

ARTICLE XI – CORPORATE SEAL

The corporation shall not have a seal.

ARTICLE XII – AMENDMENTS TO BYLAWS

The bylaws may be amended at a regular or special meeting of the members by majority action.

ARTICLE XIII – FISCAL YEAR

The Fiscal year of the corporation shall run from April 1 to March 31.