

**BYLAWS
OF LGBT Bar Association of Maryland**

**ARTICLE I
Name**

1. **Name.** The name of this Association is LGBT Bar Association of Maryland.

**ARTICLE II
Purposes**

The purposes of this Association are:

1. To serve lesbian, gay, bisexual and transgender lawyers, law students, and legal professionals in the state of Maryland;
2. To advance the rights of gay men, lesbians, bisexuals and transgender persons; and,
3. Any other lawful purpose approved by a majority of the Officers.

**ARTICLE III
Members and Meetings of Members**

1. **Membership.** The membership shall be open to all lawyers and other legal professionals, to all law students, and to all other persons who have an interest in legal issues, who may be required to pay dues on a schedule set and approved by the Association, and meet any other criteria reasonably set by the Association or by vote of the membership. Membership criteria and any revisions thereto, shall not be in violation of these bylaws or any governing law.
2. **Annual meetings.** The annual meeting of the members of the Association shall be held at a time and place as may be determined by the Officers. Such annual meeting shall be held during each year for the purposes of electing Officers and for the transaction of such other business as may properly come before the meeting. The Officers may reschedule this meeting for good cause by a majority vote of the Officers. All annual and special meetings shall be handicap accessible.
3. **Notice of annual meetings.** Notice of the time, place and purpose or purposes of the annual meeting shall be served, either personally or by electronic mail, not less than ten nor more than fifty days before the meeting upon each person who appears upon the books or records of the Association as a member and, if e-mailed, such notice shall be directed to the member at his or her email address as it appears on the books or records of the Association.
4. **Special meetings.** Special meetings of the members, other than those regulated by statute, may be called at any time either by the President or by two Officers and must be called by the President or Secretary upon receipt of the written request of ten percent of the membership of the Association eligible to vote at that meeting. The Officers shall notify the membership of the special meeting within ten days after the presentation of such written request.

Comment: The consensus was to make these dues optional.

5. **Notice of special meetings.** Except as otherwise provided in these Bylaws, notice of a special meeting stating the time, place and purpose or purposes shall be served personally or by e-mail upon each member, not less than ten nor more than fifty days before such meeting and, if e-mailed, such notice shall be directed to each member at his or her email address as it appears on the books or records of the Association.

6. **Quorum.** A quorum shall consist of either (1) those present at a meeting or (2) ~~1%~~ of the group's membership. If the quorum at any particular meeting is met by (1) above, any member can move to table voting on the grounds that the group's membership is not sufficiently represented; in that event, the transaction at issue will be presented for ratification at the next meeting by those present, even if the subsequent meeting is not attended by ~~1%~~ of the group's membership. The members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

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7. **Voting.** At every meeting of members each member shall be entitled to vote in person or by proxy duly appointed by instrument in writing which is subscribed by such member and which bears a date not more than 11 months prior to such meeting. Members may also vote by the Internet on minor issues that do not go to the core of the Association's mission. Each member of the Association shall be entitled to one vote. The vote for Officers and, upon the demand of ten percent of the members present, the vote upon any question before the meeting, shall be by ballot. All questions shall be decided by a majority vote of the persons present in person or by proxy, except (i) a vote to overrule a decision of a majority of the Officers shall require a two-thirds vote of members present in person or by proxy, and (ii) as otherwise provided in these Bylaws.

8. **Waiver or notice.** Whenever under the provisions of any law or under the provisions of the Bylaws of this Association, the Association or any committee is authorized to take any action after notice to the members of the Association or after the lapse of a prescribed period of time, at any time before or after such action be completed, such requirements may be waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken or by his or her attorney.

9. **Inspectors of election.** The members may at each annual meeting elect or appoint two persons (who need not be members) to serve until and including the next annual meeting as inspectors of election and if any inspector shall refuse or serve or shall not be present the members may elect or appoint an inspector in his or her place.

10. **Removal of member.** Any member may be expelled, with or without cause, following notice of such action given to the member at least 14 days before the proposed removal, by a two-thirds vote cast by the members present at a regularly scheduled meeting thereof at which a quorum is present.

11. **Compensation and expenses.** The Officers shall have power in its discretion to contract for and to pay to members rendering unusual or special services to the Association special compensation appropriate to the value of such services, subject to the provisions of Article IV, Section 12 of these Bylaws.

ARTICLE IV
Officers

1. **Number.** The officers of the association shall be a President, Vice President, Secretary, Treasurer, ~~former President~~ and assistant officers as may be deemed necessary. The office of Secretary and Treasurer may be held by the same person; however, each individual shall be entitled to only one vote. In the event ~~of~~ a tie, the President shall have tie-breaking authority.
2. **Election, term of office, and qualification.** The officers shall be elected annually by the majority of the members present at the annual meeting.
3. **Vacancies.** In case any office of the Association becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the officers then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold and serve until the annual meeting of members next succeeding and until the election and qualification of his or her successor.
4. **President.** The President shall supervise the business and affairs of the Association and shall preside at all meetings, if possible.
5. **Vice President.** ~~The Vice President shall assist the President and direct other projects as assigned by the President or the Board. The Vice President shall preside at meetings and represent the organization in the President's absence or as requested.~~
6. **Secretary.** The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings and the Annual Meeting, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary.
7. **Treasurer.** The Treasurer shall maintain the financial records and handle the financial matters of the Association. The Treasurer shall have the power to sign or endorse all checks, orders for the payment of money, and insurance certificates, except that checks and other orders for payment in the amount of \$1,000 or more must be co-signed by an Officer designated by the Association.
8. ~~**The Former President.** The former President will serve as an officer for a full year after his/her term as President.~~
9. **Committees.** The Association may, from time to time, form committees to help fulfill its functions. Those committees include, but are not limited to, the following:
 - a. The Judicial Selections Committee
 - b. The Communications Committee
 - c. The Social and Outreach Committee
 - d. The Mentor/Mentee Committee
 - e. The Legislative Committee
 - f. The Education Committee

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g. Each committee shall have a chair or co-chairs who report to the membership as requested by the President.

10. **Removal.** Any officer may be removed from office, with or without cause, following notice of such action given to the membership at least 14 days before the proposed removal, by a two-thirds vote cast by those present at a regularly scheduled meeting.

ARTICLE V
Agents and Representatives

The Officers may also appoint agents and representatives of the Association with authority to perform acts or duties, including undertaking substantive activities, on behalf of the Association, so far as may be consistent with these Bylaws, to the extent authorized by law.

ARTICLE VI
Financial Administration

1. **Fiscal year.** The fiscal year of the Association shall be January 1-December 31 but may be changed by resolution of the Officers.
2. **Contracts.** Unless the Association determines otherwise by resolution, only the President and Treasurer shall be authorized to execute contracts on behalf of the Association, subject to prior authorization by the Association. These individuals may, with written notice to the Association, delegate this authority to employees or volunteers subject to limitations upon the delegated authority as may be Necessary or expedient for running the affairs of the Association. Unless determined by the Association, no other individuals shall be authorized to bind the Association to any contract.
3. **Deposits and Accounts.** All funds of the Association, not otherwise employed, shall be deposited in general or special accounts in such banks, trust companies, or other depositories as the Officers may select. For the purpose of deposit and for the purpose of collection for an account of the Association, checks, drafts, and other orders of the Association may be endorsed, assigned, and delivered on behalf of the Association by any officer or agent of the Association.
4. **Annual Financial Statements.** Complete financial statements shall be presented to and reviewed by the Association after the close of each fiscal year. The financial statements shall be made available to members of the Association upon request.
5. **Investments.** The Association shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Officers, without being restricted to the class of investments which an Officer is or may be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Association if such action is a prohibited transaction or would result in the denial of the tax exemption under applicable provisions of the Internal Revenue Code and its regulations as they now exist or as may be amended.

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Article VII
Amendments

These Bylaws may be amended by a majority vote of the quorum, as provided in III.6, of the entire Association, provided seven days prior notice is given of the proposed amendment.

Article VIII
Conflict of Interest

1. **Disclosure of Financial Interests.** To identify possible conflicts of interest, all officers and members of any committee exercising delegated powers must disclose to the Association, or to the members of such committee, the existence of any financial interest in any entity with which the officer or member knows or has reason to know the Association or any legally related organization has or is negotiating a transaction or arrangement, and all material facts related to that interest. Financial interests include any direct or indirect relationship, through business, investment, or family, such as actual or potential ownership or investment interests or compensation arrangements. Officers shall also disclose any fiduciary duty to a person or entity other than the Association that might jeopardize the Officer's ability to exercise independent judgment and act in the best interests of the Association. The fact that an officer or committee member is also a Director or officer or member of a not-for-profit organization that obtains or seeks funds from institutions or individuals from which the Association also obtains or seeks funds shall not by itself be deemed to be a conflict of interest.
2. **Determination of Conflicts of Interest.** After the interested person has delivered all relevant information and has retired from the room, the Association or committee must determine whether or not the financial interest creates a conflict of interest that merits recusal of the interested Officer from consideration of the matter.
3. **Resolution of Conflicts of Interests.** If the majority of Officer(s) determine that a conflict of interest does exist, they must ensure that the interested Officer(s) does not participate in final decision making with regard to the transaction. The remaining Officer(s) may approve the transaction or arrangement, or some alternative if it determines it: a) is in the organization's best interests and for its own benefit; b) is fair and reasonable to the organization; and c) is the most advantageous transaction or arrangement the organization can obtain with reasonable efforts under the circumstances.
4. **Violation of Conflict of Interest Policy.** If an officer or member of a committee with delegated powers violates this conflict of interest policy, the Association, in order to protect the organization's best interests, may take appropriate disciplinary action against the interested person. Such action may include formal reprimand, cancellation of the transaction or arrangement generating the conflict, suspension of employment, and/or removal from the Association.

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5. **Distribution of Conflict of Interest Policy.** All officers and members of committees with delegated powers shall receive a copy of the Conflict of interest Policy, as it appears in these Bylaws.

Article IX
Confidentiality

The membership list of the Association shall be kept confidential and shall not be loaned, sold, traded or otherwise made available to any outside organization or individual, absent a specific waiver by a member to allow their information to be included on a public membership listing.

Article X
Indemnification

The Officers individually shall be indemnified by the Association against liabilities imposed upon them and expenses reasonably incurred by them in connection with any claim against them, or any action, suit or proceeding to which they may be a party by reason of their being Officers. No Officer is indemnified (i) with respect to matters for which the Officer shall be adjudged in such action, suit or proceeding to be liable for gross negligence or gross misconduct in performance of duty, (ii) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Officer shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or (iii) with respect to matters for which such indemnification would be against public policy.

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