

**By-Laws
of the
Maryland Bar Foundation, Inc.
and
By-Laws
of
The Fellows of the
Maryland Bar Foundation, Inc.**



Revised November 2015

THE BY-LAWS OF
MARYLAND BAR FOUNDATION, INC.

ARTICLE I
Purposes

The purposes of the corporation as stated in its certificate of incorporation are:

a. To take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, either absolutely or jointly with any other person or persons or corporation, for any of the purposes hereinafter set forth, any property, real, personal or mixed, or any undivided interest therein without limitation as to amount or value, to convey, sell or otherwise dispose of such property, and to invest, reinvest, and deal with the same in such manner as in the judgment of the directors will best promote the purpose of the corporation, subject to such limitations, if any, as are or may be prescribed by statute, but without and free from restrictions applicable to trustees or trust funds.

b. To carry on the following educational, literary, scientific and charitable purposes or any of them, both directly and by the application of assets to the use of the Maryland State Bar Association, exclusively for charitable, scientific, literary or educational purposes or to any other corporation, trust, fund or foundation whose purposes and operations are exclusively charitable, scientific, literary or educational.

1. To recognize individuals and organizations that maintain the honor and integrity of the profession of the law;
2. To improve and facilitate the administration of justice;
3. To promote the study of the law and research therein, the diffusion of knowledge thereof, and the continuing education of lawyers;
4. To cause to be published and to distribute addresses, reports, treatises and other literary works on legal subjects;
5. To assist in preserving and exhibiting rare books and documents, objects of art, and items of historical interest having legal significance or bearing on the administration of justice;
6. To provide appropriate grants or other resources to any non-profit organizations furthering the mission of the Foundation. (amended 6/11/14)

provided, however, that no part of the net earnings of the Corporation shall inure to the benefit of any private member or individual, and provided further that the Corporation shall not engage in, nor shall any of its funds or property be used in, carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE II *Members*

Section 1. *Members*

The members of the corporation shall be the persons who from time to time are members of the Board of Governors of Maryland State Bar Association, Inc. Any person who ceases to be a member of the Board of Governors of the Maryland State Bar Association, Inc. shall cease to be a voting member of this corporation.

Section 2. *Voting*

Each member in good standing shall be entitled to one vote.

Section 3. *Fellows*

The directors, with the approval of the majority of members, may provide for Fellows of the Foundation upon such terms and limitations as they deem most appropriate to fulfill the purposes of the Foundation. In that event, the Fellows are authorized to elect annually a Chairman, who shall be a director of the Foundation ex-officio.

ARTICLE III *Meetings of Members*

Section 1. *Annual Meeting*

An annual meeting of the members shall be held in each year in the month of May or June before the Annual Meeting of the Maryland State Bar Association, Inc. for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

Section 2. *Special Meetings*

Special meetings of the members may be called either by the President, the Board of Directors, or three or more of the members.

Section 3. *Place of Meeting*

The Board of Directors may from time to time designate any place either within or without the State of Maryland, as the place of meeting for any annual meeting or for any special meeting of members.

Section 4. *Notice of Meetings*

Written or printed notice stating the place, day and hour of any meeting of members shall be mailed to each member entitled to vote at such meeting, not less than ten days before the date of such meeting, by or at the direction of the President, or the Secretary, or the persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice.

Section 5. *Quorum*

A majority of the members shall constitute a quorum at any meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

ARTICLE IV *Board of Directors*

Section 1. *General Powers*

The affairs of the corporation shall be managed by its Board of Directors.

Section 2. *Number, Tenure and Qualifications*

There shall be not less than eleven nor more than twenty-one (21) directors including the President, Vice-President and Secretary-Treasurer of the Foundation; the President, President-Elect and Immediate Past-President of the Maryland State Bar Association, Inc.; and the Chair, Vice-Chair and Secretary-Treasurer of the Fellows. (amended 9/15/15)

The members upon the adoption of these by-laws shall elect approximately one-third of the Directors annually for a term of three years and until their successors are elected. Directors shall be selected from among the Fellows of the Foundation or members in good standing of the Maryland State Bar Association, Inc. No Director shall serve more than two consecutive three-year terms except that Officers may serve as Directors from year to year until concluding their service as Officers. Directors shall hold office until their successors shall have been elected by the members and qualified. Any Director who ceases to be a member of the Maryland State Bar Association Inc. shall cease being a Director of the corporation.(amended 06/14/06 and 9/15/15)

Upon the establishment of a system of Fellows and the election of the full number of Fellows, the number of elected directors shall be twelve (12), and one-third of this number shall be Fellows of the Maryland Bar Foundation, Inc. In the event a Fellow elected a director ceases to be a Fellow during his term, he shall be disqualified and another Fellow shall be elected to fill his unexpired term. (amended 1/6/69 and 9/15/15)

Section 3. *Regular Meetings*

It shall be the duty of the President to call regular quarterly meetings of the Board of Directors.

Section 4. *Special Meetings*

Special meetings of the Board of Directors may be called by or at the request of the President or two or more of the directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Maryland as the place for holding such special meeting.

Section 5. *Notice*

Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by notice personally or given by mail, telegram or telephone to each director at his address as shown by the records of the corporation. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6. *Quorum*

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. *Vacancies*

Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors, shall be filled by the members. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 8. *Compensation*

Directors as such shall not receive compensation for their services.

Section 9. *Committees*

Committees not having or exercising the authority of the Board of Directors in the management of the corporation may be designated by resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Persons who are members in good standing of the Maryland State Bar Association, Inc. may be designated as committee members.

ARTICLE V *Officers*

Section 1. *Officers*

The officers of the corporation shall be a President, a Vice-President, a Secretary and Treasurer. In the absence of the President, the directors can select a president pro-tem.(amended 4/15/71, 06/14/06)

Section 2. *Election, Qualification and Term of Office*

The officers of the corporation shall be elected annually by and from the Board of Directors at its regular annual meeting. However, the Secretary-Treasurer shall not be required to be from the Board of Directors, but may be elected to such office even though not a Director, provided, however, that such officer shall be a Fellow, in good standing, at the time of his election, and further, such officer

shall, upon election, become a member of the Board of Directors. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. (amended 9/11/69, 06/14/06)

Section 3. *Duties of Officers*

The duties of the officers shall be such as usually attach to such offices and, in addition thereto, such further duties as may be designated from time to time by the Board of Directors.

Section 4. *Bonding of Treasurer and Other Officers*

At the direction of the directors, the Treasurer and/or any other officer or employee of the Foundation shall be bonded.

Section 5. *Limitation upon Terms of Office of President.*

The term of office or tenure in office of a President generally not exceed two consecutive elected terms. (amended 4/15/71, 06/14/06)

ARTICLE VI

Contracts, Checks, Deposits and Funds

Section 1. *Contracts*

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2. *Check Drafts, etc.*

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. *Deposits*

All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. *Gifts*

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes or for any special purpose.

Section 5. *Fiscal Year*

The fiscal year of the corporation shall be from July 1st to June 30th. (amended 6/17/04)

ARTICLE VII
Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors.

ARTICLE VIII
Seal

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Maryland 1965."

ARTICLE IX
Amendments to By Laws

These by-laws may be altered, amended or repealed and new by-laws may be adopted at the annual or any special meeting by two-thirds of the members, provided that at least ten days' written notice is given of the intention to alter, amend, repeal or adopt new by-laws at such meeting. (amended 6/10/93)

NOTE

For the Articles of Incorporation of the Maryland Bar Foundation, Inc., see, — Transactions of the Maryland State Bar Association, Volume 70, 1965, page 430 etc.

The By-Laws of the Maryland Bar Foundation are also set forth in the Transaction of the Maryland State Bar Association in Volume 70, 1965 at page 448 etc. and in Volume 72, No. 3, Fall 1967 at page 318 etc.

WHEREAS, the by-laws of the Maryland Bar Foundation, Inc., in Article II Section

3 entitled "Fellows" provides, —

"The Directors, with the approval of the majority of members, may provide for Fellows of the Foundation upon such terms and limitations as they may deem most appropriate to fulfill the purposes of the Foundation. In that event, The Fellows are authorized to elect annually a Chairman, who shall be a director of the Foundation ex officio."

NOW, THEREFORE, the Directors of the Maryland Bar Foundation, Inc. hereby establish, authorize and provide for the creation of an ancillary organization

of the said Foundation to be known and designated as The Fellows of the Maryland Bar Foundation, and adopt the following by-laws for the organization, control and guidance of said “Fellows.”

BY-LAWS
of
*THE FELLOWS OF THE MARYLAND
BAR FOUNDATION*

ARTICLE I
Name and Purpose

Section 1. The name of the organization shall be:

THE FELLOWS OF THE MARYLAND
BAR FOUNDATION

Section 2. The object of The Fellows is to assist in the fulfillment of the purposes and objectives of the Foundation, to assist and supplement the activities of the organized bar, and to initiate, sponsor and provide for the conduct of research, studies and other projects which are beyond the scope of normal bar activities and which are of special interest to the legal profession.

ARTICLE II
Privileges of The Fellows

Section 1. Each Fellow shall receive a copy of the Annual Report of the Foundation and each of its formal publications, and shall enjoy such other privileges as may from time to time be accorded by the Foundation.

Section 2. The Fellows, including Life Fellows, may recommend to the Foundation such programs and projects as to them may seem useful and appropriate in carrying forward the objects and purposes of the Foundation.

Section 3. Membership in each class of The Fellows shall be deemed a professional honor and distinction, and a recognition of outstanding dedication and contribution to maintaining the honor and integrity of the legal profession, the improvement and facilitation of the administration of justice, the work of the organized Bar of Maryland, and civic leadership.

ARTICLE III
Membership

Section 1. Membership (except for Honorary Fellows as set forth in Section 6)

shall be limited to the members of the Bar of Maryland who have been active members of the Maryland State Bar Association, Inc. for more than five consecutive years and such other persons who, in the opinion of the Directors of the Foundation, have particularly distinguished themselves in matters of the law and in the administration of justice. (amended 6/10/93)

Section 2. There shall be three classes of membership: (1) Fellows; (2) Life Fellows; and (3) Honorary Fellows.

Section 3. Fellows shall be selected from those members of the Maryland State Bar Association, Inc., whose professional, public and private careers have demonstrated their outstanding dedication to the welfare of the legal profession and to their community and the maintenance of the major objectives of the Maryland State Bar Association, Inc., as set forth in its charter and by-laws. Regular Fellows shall be elected in two groups, i.e.:

(a) The initial group shall be chosen at *large* by the Board of Directors of the Foundation and shall be limited to two hundred (200). All vacancies occurring in this group shall be filled by action of the Board of Directors of the Foundation.

(b) Thereafter, persons proposed for membership by a Fellow and seconded by a Fellow, may be nominated from time to time by the affirmative vote of a majority of the Board of Directors of the Foundation and may be elected as Fellows by the affirmative vote of a majority of the Fellows voting in any election held either at a meeting or by mail. Only persons known personally to a Fellow may be proposed or seconded by him. Fellows shall be nominated and elected at large throughout the state; but, in the nomination and election of Fellows, due regard shall be given to the total number of practicing lawyers in Baltimore City and in each of the counties of the State respectively to the end that there shall be at all times a reasonable geographical distribution of Fellows. In any event, each county and Baltimore City shall at all times be entitled to be represented by at least a number of Fellows equal to 100 times the ratio which the number of practicing lawyers in each county or Baltimore City bears to the total number of practicing lawyers in the State, increased to the next highest whole number. The number of practicing lawyers in each county and in Baltimore City and in the State as a whole, and the location of each such practicing lawyer shall be as indicated in the list of members of the Clients' Security Fund as published in The Maryland Manual. (amended 7/9/70, 7/6/72, 6/8/78 and 6/9/83).

(c) The total number of Fellows shall not exceed 2.5 percent of the membership of the Maryland State Bar Association exclusive of Life Fellows and Honorary Fellows. (Amended 6/11/87)

(d) Upon the transfer of a Fellow to Life Fellowship as hereinafter provided in Section 4, a vacancy in the Fellows shall be deemed to exist and shall thereafter

be filled by the appropriate actions, as set forth in Section 3, (a) or (b) of this Article. (amended 4/17/08)

Section 4. FELLOWS. Fellows shall contribute to the Foundation toward its maintenance and operation the sum of \$1,500.00. For those Fellows admitted to the Bar for ten years or more at the time of their election, an immediate initial payment of \$500.00 shall be made with the balance payable thereafter in four consecutive annual payments at the rate of \$250.00 per year, each payment payable on the anniversary of their election. For those Fellows admitted to the Bar for less than ten years at the time of their election, and immediate initial payment of \$250.00 shall be made with the balance payable thereafter in five consecutive annual payments at the rate of \$250.00 per year, each payment payable on the anniversary of their election. Such contributions shall be available for use at the discretion of the Foundation. Death or resignation shall abate any liability for further contribution. When a Fellow shall have completed the annual contributions aforesaid or has contributed a sum equal thereto at any time after his election, he shall then become a Life Fellow, without obligation for further contributions. (amended 4/17/08)

Section 5. LIFE FELLOWS. Life Fellows are (a) such Fellows as have completed their financial obligations as set forth in Section 4; and (b) such new electees who, in lieu of making the contributions provided in Section 4 of this Article, chose to contribute \$1,000.. immediately upon election, without obligation for further contributions. (amended 4/17/08)

Section 6. HONORARY FELLOWS. The Board of Directors of the Foundation may nominate each year not more than two Honorary Fellows from among the members of the legal profession, for whom regular or life membership is deemed inappropriate because of health, age, or other exceptional circumstance. Honorary members need not be members of the Maryland State Bar Association. Such nominations shall thereupon be submitted to the Fellows and upon affirmative vote by a majority vote of those fellows voting, such Honorary Fellows shall be elected. (amended 7/6/72 and 6/10/93)

Section 7. EXPENSES OF THE FELLOWS. The Board of Directors of the Foundation shall from time to time appropriate sufficient funds to care for necessary clerical and administrative expenses of The Fellows.

ARTICLE IV *Meetings*

Section 1. ANNUAL MEETING. The Fellows shall hold an annual meeting at such time and place as they may select, and it shall be presided over by the Chairman of The Fellows, or in his absence by the Vice-Chairman.

Section 2. BUSINESS TO BE TRANSACTED AND MATTERS TO BE CONSIDERED.

(a) At each annual meeting The Fellows shall: (1) elect the officers for the ensuing year, (2) receive a report of the research and other activities of the Foundation. They may: (3) recommend to the Foundation for its consideration any research or other work deemed by them to be of great and immediate importance, (4) make an award for outstanding research by an individual in law and government; (5) make a further award to a lawyer who has been engaged in the active practice of the law for a period of more than fifty years, during all of which time he manifested adherence to the highest principles and traditions of the legal profession and of service to the public in the community in which he lives; (6) make such further awards in recognition of significant contributions to the elevation of the legal profession and the administration of justice as they may deem appropriate.

(b) Honorary Fellows and recipients of awards shall be nominated by a committee consisting of those officers of the Foundation who are Fellows, and the officers of The Fellows. The Chairman of The Fellows shall serve as Chairman of this committee. Prior to making nominations, the committee shall communicate with The Fellows requesting their recommendations for Honorary Fellows and recipients of awards which recommendations shall be given due consideration in making the nominations. The election of Honorary Fellows and recipients of awards shall be conducted by mail ballot in advance of the annual meeting and the names of those elected announced at such meeting.

(c) Notice of annual meetings shall be mailed to each Fellow at least thirty days prior to the date of meeting. At such meeting The Fellows present shall constitute a quorum.

Section 3. SPECIAL MEETINGS. Special meetings may be held at the call of the Chairman or in his absence the Vice-Chairman, at such times or places as may be deemed appropriate. Special meetings shall be called by the Chairman or Vice-Chairman upon the written request of at least ten percent of the membership of The Fellows, stating the purpose or reason for such special meeting. At least ten days advance notice shall be given the members of any special meeting, stating the purposes thereof.

ARTICLE V *Officers and Committees*

Section 1. The officers of The Fellows shall be a Chairman, Vice-Chairman, Secretary, and Treasurer. In event of vacancy in the office of Chairman, the Vice-Chairman shall succeed; in event of vacancy in any other office, such shall be filled

by election of the Board of Directors of the Foundation to serve until the next annual meeting of The Fellows. The authority and responsibility of each officer shall be that usually exercised by his office.

Section 2. Committees of The Fellows shall include, but not limited to, the following, appointed by the Chairman of The Fellows:

(a) *A Nominating Committee* for presenting nominations at the next annual meeting of The Fellows of those proposed for election as officers for the next year.

(b) *A Research Proposal Review Committee* to consider all proposals for research submitted to it by any Fellow or otherwise, and to make recommendations and requests for appropriation thereon to the Board of Directors of the Maryland Bar Foundation.

(c) *A Biographical Committee* which shall cause an appropriate biographical record of each Fellow and former Fellow to be maintained at the office of the Maryland Bar Foundation or some other appropriate depository.

(d) *A Cooperative Committee* which will cooperate with the Board of Governors of the Maryland State Bar Association, Inc. so as to bring to the attention of The Fellows those programs and activities of the Association in which the assistance of The Fellows may be deemed desirable.

ARTICLE VI *Amendments*

Section 1. These by-laws may be repealed or amended or new bylaws adopted when approved both by The Fellows at any meeting and the Board of Directors, provided notice of any such proposed change shall be given to The Fellows with the notice of meeting. (amended 7/6/72)

Adopted December 18, 1968
Approved by the Board of Governors of
the Maryland State Bar Association, Inc.
December 19, 1968

**The Offices of the
Maryland Bar Foundation, Inc.
and
The Fellows of the Maryland Bar Foundation, Inc.
are located in
The Maryland Bar Center
520 West Fayette Street
Baltimore, Maryland 21201**