



MARYLAND STATE BAR ASSOCIATION

AMENDED AND RESTATED BYLAWS

(Date Adopted: June 30, 2020)

ARTICLE I MISSION

The mission of the Maryland State Bar Association (the “Association”) is to effectively represent Maryland’s lawyers, to provide member services and to promote professionalism, diversity in the legal profession, access to justice, service to the public and respect for the rule of law.

The Association affirms its commitment to promote and encourage diversity and inclusion within the legal profession, which is reflective of the people it serves regardless of race, color, age, gender, gender identity, disability, sexual orientation, marital status or any other legally protected characteristic. In furtherance of this commitment, the Association continuously strives to create an environment in which all individuals are encouraged to join, thrive and lead the legal professional.

The following are the Association’s core values:

(a) The Association recognizes that achieving diversity in the legal profession is an evolutionary process that requires the Association’s continued effort and commitment;

(b) Diversity is an inclusive concept which encompasses, without limitation, race, color, age, gender, gender identity, disability, sexual orientation, marital status and any other legally protected characteristic;

(c) The legal profession can be more creative, effective and just by bringing more varied perspectives, experiences, backgrounds, talents and interests to the practice of law and the administration of justice; and

(d) All members of the bar should be encouraged to participate equally and fully in the legal profession.

ARTICLE II VOTING MEMBERSHIP

Section 1. Any person who is admitted to practice law in any jurisdiction within the United States or any of its territories and is not disbarred or suspended from the practice of law is eligible to be a voting member of the Association (whether or not capitalized, a “Voting Member”).

Section 2. The Board may confer honorary life membership upon (a) any person who has rendered notable service to the legal profession and (b) any person who has been a voting member of the Association for at least thirty years, has retired from the practice of law or, if having last served as a judge, from the judiciary, and has reached the age of seventy. An honorary member shall not have any of the obligations of membership, but shall be entitled to all of the privileges of voting members, except that an honorary member who is not admitted to practice law by the Court of Appeals of Maryland shall not be entitled to vote.

Section 3. A voting member may resign from the Association at any time by submitting her or his resignation to the Association's Executive Director. A voting member's resignation shall be effective when received by the Executive Director or on any later date specified in the resignation.

Section 4. A voting member shall designate a home or office address as the voting member's primary address (whether or not capitalized, a voting member's "Primary Address") for all of the Association's purposes and may from time to time notify the Association of a change of that address.

Section 5. The Board from time to time may establish and modify, after notice to the Association's members, the criteria for eligibility for voting members and the privileges and obligations of voting membership, including, without limitation, the dues and assessments to be paid by voting members and the circumstances when a voting member's membership in the Association may be terminated. Without limiting the Board's authority, the Board may prescribe circumstances when dues for voting members may be pro-rated, reduced or waived.

Section 6. A voting member's right to vote and other privileges of voting membership shall be suspended if the voting member is delinquent in the payment of his or her dues.

ARTICLE III ASSOCIATE MEMBERSHIP

Section 1. A person who is not eligible to be a voting member of the Association may qualify as an associate member of the Association (whether or not capitalized, an "Associate Member") in one of the following categories if the person is not disbarred or suspended from the practice of law and satisfies those other eligibility requirements from time to time established by the Board:

(a) Law Students: A law student is a person enrolled in an American Bar Association-approved law school at the time of the person's application for membership and at the time of renewal of the person's membership.

(b) Paralegals/Legal Assistants: A paralegal or legal assistant is a person qualified through education, training or work experience to perform work that requires knowledge of legal concepts and that, on occasion, is performed by a lawyer.

(c) Law Firm Administrators: A law firm administrator is a person who is qualified through education, training or work experience to manage or administer a law office or law department.

(d) Law School Teachers: A law school teacher is a person who, at the time of the person's application for membership and at the time of renewal of the person's membership, is employed as a professor, assistant professor, lecturer or in some other teaching or administrative capacity at an American Bar Association-accredited law school but who is not admitted to practice law in any jurisdiction within the United States or any of its territories.

(e) Foreign Lawyers: A foreign lawyer is a person who is not admitted to practice law in a jurisdiction within the United States or any of its territories but who is admitted to practice law in another jurisdiction that is recognized by law.

(f) Orphans' Court Judges who are not admitted to practice law in any jurisdiction.

Section 2. Associate Members may participate in activities of the Association authorized by the Board, except that they may not:

- (a) participate in electing members of the Board;
- (b) participate in nominating a member of the Board or an officer of the Association, or serve in any of those capacities;
- (c) vote in Association elections or referenda; or
- (d) sign a petition for Association elections or referenda.

Section 3. Applications for associate membership shall be submitted to the Association's Executive Director, who shall report all applications to the Board. Unless the Executive Director recommends to the Board or the Board determines that an application be further examined, an applicant shall be deemed admitted to associate membership and shall be so notified by the Executive Director.

Section 4. An associate member may resign from the Association at any time by submitting her or his resignation to the Executive Director. A member's resignation shall be effective when received by the Executive Director or on any later date specified in the resignation.

Section 5. The Board from time to time may establish and modify, after notice to the Association's members, criteria for eligibility for associate membership, the privileges of associate membership and the obligations of associate membership, including, without limitation, the dues and assessments to be paid by associate members and the time when those dues and assessments are payable. Without limiting the authority of the Board, the Board may prescribe circumstances when dues for associate members may be pro-rated, reduced or waived.

Section 6. An associate member's privileges of associate membership shall be suspended if the associate member is delinquent in the payment of his or her dues.

ARTICLE IV MEETINGS OF MEMBERS

Section 1. An annual meeting of the members shall be held during June of each year unless otherwise determined by the Board. The Board shall set the date, time and place of the annual meeting. The annual meeting shall be for the purpose of electing officers, except the President, receiving reports of the officers and committees and for any other business that the Board approves. Notice of the annual meeting shall be given to all members not less than thirty (30) days before the meeting.

Section 2. The Board, at its discretion, may convene a mid-year meeting of the members each year for the purpose of conducting such business that the Board determines. The Board shall set the date, time, and place of the mid-year meeting. Notice of the mid-year meeting shall be given to all members not less than thirty (30) days before the meeting. No business shall be conducted at a mid-year meeting of the members except that which is set forth in the agenda furnished to the members with the notice of the meeting.

Section 3. Special meetings of the members may be called by the Board. In addition, special meetings shall be called by the Secretary upon the written request of not less than three hundred (300) voting members, specifying the purpose of the meeting. The Board shall set the date, time and place of each special meeting.

Section 4. The agenda for all meetings of the members shall be prepared by the Secretary and submitted to the Board for its approval. No business shall be conducted at a special meeting of the

members except that which is set forth in the agenda furnished to the members with the notice of the meeting.

Section 5. Not less than thirty (30) nor more than ninety (90) days before each meeting of members, the Secretary shall give notice to each member stating the time and place of the meeting and, in the case of a special meeting or as otherwise may be required by statute, the purpose for which the meeting is called. Notice shall be given in any manner set forth in Article X of these Bylaws.

Section 6. The presence in person of fifty (50) voting members of the Association shall constitute a quorum at all meetings of the members. The voting members present at a meeting duly called and at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal from the meeting of a sufficient number of members that there is no longer a quorum. If a meeting cannot be convened because a quorum is not present, the chairman of the meeting or a majority of the voting members present may adjourn the meeting to a date not more than one hundred twenty (120) days after the originally scheduled date for the meeting, provided, however, that notice of the time, date and place of the meeting is given to the voting members at least thirty (30) days before the date of the reconvened meeting. At a reconvened meeting at which a quorum is present, any business may be transacted which might have been transacted at the originally-scheduled meeting.

Section 7. A majority of the votes cast at a meeting of members duly called and convened shall be sufficient to approve any matter that properly comes before the meeting, unless more than a majority of the votes cast is required by statute, by the Association's charter, or by another provision of these Bylaws. Each voting member shall be entitled to one vote on each matter submitted to a vote at a meeting of members. Associate members shall not be entitled to vote on any matter coming before the members.

Section 8. Voting on any question or in any election may be viva voce unless the presiding officer orders or a majority of the voting members who are present in person demand that voting be by ballot, or as may be permitted elsewhere in these Bylaws.

Section 9. Voting members may vote in person or by written or electronically delivered proxy on any matter coming before the members, provided, however, that proxies shall be delivered to the Association's Executive Director at least forty eight (48) hours before the meeting.

ARTICLE V BOARD OF GOVERNORS

Authority

Section 1. The business and affairs of the Association shall be managed and controlled under the supervision and direction of the Board. The Board shall have full power and authority over the affairs of the Association between its membership meetings and shall perform those other duties that are specified in these Bylaws.

Section 2. The Board shall be composed of District Governors, Young Lawyer Governors, Section Governors, the officers of the Association referred to in Article VI of these Bylaws, the Immediate Past President of the Association, the Association's State Delegate to the House of Delegates of the American Bar Association, and the Chair of the Section of Young Lawyers. The Executive Director may be invited to all meetings of the Board.

Section 3. District Governors shall be divided as equally as possible into two classes, Class I shall be elected in odd-numbered years, and Class II shall be elected in even-numbered years. The members of each Class shall serve for a term of two years or until their successors are elected and qualified, said term beginning at the close of the annual meeting at which they are elected. For the purposes of these Bylaws, the term “District” shall mean any of the following districts: District 1 - Baltimore City; District 2 -Dorchester, Somerset, Wicomico, and Worcester Counties; District 3 - Caroline, Kent, Queen Anne’s, and Talbot Counties; District 4 - Calvert, Charles and St. Mary’s Counties; District 5 - Prince George’s County; District 6 -Montgomery County; District 7 -Anne Arundel County; District 8 -Baltimore County; District 9 -Harford and Cecil Counties; District 10 - Howard County; District 11 - Frederick and Carroll Counties; and District 12 - Washington, Allegany and Garrett Counties.

Election and Appointment of Governors

Section 4. District Governors shall be elected in accordance with the following procedures:

(a) Any voting member of the Association having his or her Primary Address within a District may be nominated for District Governor of that District by a petition filed with the Executive Director in accordance with Policies and Procedures promulgated by the Board and not inconsistent with these Bylaws. The petition shall be (a) signed by an appropriate officer of the nominee’s county Bar Association, or in the First District, the Bar Association of Baltimore City, certifying that the candidate was selected by the governing body of such Bar Association, or (b) signed by not less than ten (10) members of the Association, each of whom has a Primary Address within such District.

(b) District Governors of a District shall be elected by the voting members who have a Primary Address in that District. If the number of nominees for the District Governors of a District does not exceed the number of the District Governors then to be elected for the District, a person’s nomination shall constitute the person’s election as a District Governor. If the number of nominees for District Governor of a District exceeds the number of District Governors then to be elected for the District, District Governors for the District shall be elected by plurality vote of voting members who have their Primary Address in the District in an election conducted by the Association.

(c) Representation of Districts by District Governors shall be determined according to the following procedure.

(1) The maximum number of District Governors of the Association shall be thirty-two (32). Each District shall be entitled to at least one (1) District Governor.

(2) On the first day of September of each calendar year, the Secretary of the Association shall determine the number of voting members whose Primary Address is in the State of Maryland. The Secretary shall divide this number of members by thirty-two (32) in order to establish the Base Number used to determine the minimum number of District Governors who shall represent each District. The Secretary shall certify to the Board the number of members whose primary addresses are in each District, and the number of additional District Governors who shall represent each District in accordance with the following formula:

(i) The Secretary shall subtract the Base number from the total number of members whose Primary Addresses are in each District to establish a Secondary Total in each District, and rank each District in descending order.

(ii) The Secondary Total from each District shall be added together to establish a Grand Secondary Total, which when divided by twenty (20), (the remaining number of Board Seats to be allocated) will provide the Secondary Divider.

(iii) After identifying the District with the largest Secondary Total, the Secretary shall divide the number of members in that District by the Secondary Divider. The whole number of the quotient shall equal the number of additional District Governors for that District. The Secretary shall follow this procedure for the other Districts which have a Secondary Total greater than the Base Number, in descending order, until the allocation of thirty-two (32) District Governors has been completed.

(iv) A District with a zero (0) or a negative remainder shall not be entitled to an additional District Governor.

(v) If after the allocation pursuant to Section 4(c)(2)(iii), the total number of District Governors does not equal thirty-two (32), the Secretary shall then rank each District beginning with the District having the largest fraction in its quotient to the District having the smallest fraction in its quotient. The District having the highest fraction in its quotient shall be entitled to one additional District Governor. The Secretary shall follow this same procedure for succeeding Districts in descending rank according to the fraction value of the quotients until there is a total of thirty-two (32) District Governors.

(3) The Secretary shall certify the total number of District Governors for each District. In those Districts with an even number of District Governors, one half will be Class I District Governors, and the remainder will be Class II District Governors. In those Districts with an odd number of District Governors, one half of the District Governors plus one (1) will be Class II District Governors.

Section 5. No District comprising two (2) or more counties shall be represented by a District Governor from the same county for more than four (4) consecutive years, unless there are no candidates from the other county or counties in the District who run for election. No District Governor shall be elected to a successive term as District Governor until at least one (1) intervening two-year term has expired.

Section 6. Young Lawyer Governors shall be elected by the Section of Young Lawyers as provided in its bylaws, two (2) in Class I and one (1) in Class II, provided, however, that all such Young Lawyer Governors shall qualify as, and be, members of the Section of Young Lawyers at the beginning of their term as Young Lawyer Governors.

Section 7. Section Governors shall be elected in accordance with the Sections' bylaws (provided that they do not conflict with these Bylaws) and the following procedures:

(a) On the first day of January each year, the Secretary of the Association shall determine the number of lawyers who are members of each of the Substantive Sections of the Association, "Substantive Sections" being those Association substantive law Sections comprising practice areas including, for example, Administrative Law, Business Law, Elder Law, Health Law, Immigration, Litigation and Taxation, but expressly excluding "non-practice" Sections such as Correctional Reform, Delivery of Legal Services, Judicial Administration, Legal Education & Admission to the Bar, Senior Lawyers, Solo and Small Firm Practice, and Young Lawyers. The Secretary shall identify the eight (8) largest Substantive Sections (hereinafter referred to as the "Class A Sections") and the remaining Substantive Sections (hereinafter referred to as the "Class B Sections").

(b) Subject to the requirements of subsection (3) below, the Secretary of the Association shall then invite, by alphabetical rotation performed annually, the Section Councils for two (2) of the Class A Sections, and the Section Council for one (1) of the Class B Sections:

(1) to elect one (1) of its own Substantive Section members to serve as Section Governor on the Association's Board for the next one-year term, which term shall begin at the close of the Annual Meeting at which the Section Governor is elected; and

(2) to notify the Secretary of the Association immediately and in writing who its elected Section Governor shall be.

(c) To be eligible for a Section Governor, each such Substantive Section (as is required of all Sections of the Association) shall have, at a minimum, one Young Lawyer Section member on its Section Council.

(d) No Section Governor shall be eligible for re-election or service as a Section or other Governor on the Association's Board until at least two (2) years have elapsed.

Section 8. A vacancy on the Board shall be filled as follows: In the case of District Governors, the vacancy shall be filled by election of a member from the District or County within the District in which the vacancy occurs. In the case of Young Lawyer Governors, any vacancy shall be filled by the Section of Young Lawyers. In the case of Section Governors, any vacancy shall be filled by the Section Council of the Section that appointed the person whose seat is vacant.

Section 9. The Association's President shall appoint a special committee no more frequently than every ten (10) years, commencing in 2022, to consider what changes there should be, if any, in the number of Governors, and the formula, allocation and/or ways and means of electing Governors.

Section 10. The Association shall refrain from considering what changes there should be, if any, in the number of Governors, and the formula, allocation and/or ways and means of electing Governors except under the auspices of a specially appointed committee charged to do so pursuant to Section 9 of this Article.

Meetings

Section 11. Unless otherwise determined by the Board, the Board shall meet at least six (6) times each year on dates and at times and places set by the Board at the beginning of each year. In addition, special meetings of the Board may be called by the President and shall be called upon the written request of at least ten (10) members of the Board.

Section 12. Not less than ten (10) days before any special meeting of the Board, the Secretary shall give notice of the meeting to the members of the Board. Notice shall be given in any manner set forth in Article IX (Notices) of these bylaws.

Section 13. The presence of at least seventeen (17) members of the Board shall constitute a quorum for the purpose of conducting a meeting of the Board.

Section 14. The approval of a majority of the members of the Board present at a meeting that is either regularly scheduled or duly called and at which a quorum is present shall be required to approve any matter that comes before the meeting unless a greater proportion of votes is required by these Bylaws.

Executive Committee

Section 15. The President, President-Elect, Secretary, Treasurer, Chair of the Section of Young Lawyers, and three members of the Board appointed by the President shall constitute the Executive Committee of the Board (the “Executive Committee”). The Association’s Executive Director may be invited to meetings of the Executive Committee.

Section 16. The Executive Committee shall have and may exercise the powers of the Board in the management of the Association’s business and affairs between meetings of the Board.

Section 17. The Executive Committee shall meet at the call of the President or upon the request of at least three of the Executive Committee’s members. Meetings of the Executive Committee may be called upon six (6) hours’ notice. Notice of a meeting of the Executive Committee shall be given in any manner set forth in Article X (Notice, Votes and Other Communications). A majority of the Executive Committee’s members shall constitute a quorum for the purpose of conducting a meeting of the Executive Committee. The affirmative vote of the greater of (i) three (3) Executive Committee members or (ii) a majority of the persons voting shall be required to approve any matter coming before the Executive Committee. Action of the Executive Committee shall be recorded in the minutes of the meeting of the Executive Committee and shall be reported to the Board at the Board’s next meeting.

Other Committees of the Board

Section 18. The Board, from time to time, may appoint other committees that are composed exclusively of members of the Board (a “Committee of the Board”) and may delegate to those committees any duties and authorities that the Board, at its discretion, determines. If a person ceases to be a member of the Board, he or she, at that time, shall automatically cease to be a member of each Committee of the Board on which he or she serves.

Approval of Budget

Section 19. A budget for the upcoming fiscal year shall be presented by the Treasurer for the Board’s approval not later than at the Board’s May meeting. The budget approved by the Board, and any amendments thereto approved by the Board, shall constitute the Treasurer’s authority to expend sums in accordance with the budget as approved or amended.

Policies

Section 20. The Board from time to time may adopt, amend, and revoke policies applicable to the Association, its members, the Sections, and the Committees (“Policies”). The Board shall notify the members of all Policies which it adopts, amends, or revokes. All Policies shall be recorded and maintained in writing, electronically, or both and shall be available for inspection by the Association’s members. All Policies in effect on the date of adoption of these Bylaws are ratified and affirmed. The Board may authorize the Executive Director from time to time to adopt procedures for the purpose of carrying out the Policies. The Board shall give the members of the Association and the chairs of the Sections notice and an opportunity to review, before they are adopted by the Board, any new Policies or changes in Policies that deal with the Association’s members or the Sections. If the Board establishes a Policy Review Committee or similar Committee, the Board shall include on that Committee at least two Section Governors, if they are willing to serve.

ARTICLE VI OFFICERS

Section 1. The officers of the Association shall be a President, a President-Elect, a Secretary, a Treasurer and, if the Board deems necessary or advisable, an Assistant Secretary and an Assistant Treasurer. An officer must be a voting member who is admitted to practice law in Maryland and whose Primary Address is in Maryland.

Section 2. The Board, acting in executive session, shall constitute a Nominating Committee. It shall be the duty of this committee to nominate candidates for offices except President and, in the case of a vacancy described in Section 5(b), the President-Elect. Notice of nominations shall be given to all members not later than March 1 of each year. Additional nominations may be made by petition filed with the Executive Director on or before April 1, signed by at least thirty (30) voting members.

Section 3. The President Elect shall assume the office of President at the Association's annual meeting next following the President Elect's appointment and, upon assumption of that office, shall serve as President for a term of one year. The Association's other officers shall be elected at the Association's annual meeting, and each shall serve for a term of one year, beginning on the date the person is elected to office or until the person's successor is duly elected or appointed and qualifies. The one-year period beginning immediately following the conclusion of an annual meeting and ending immediately upon the conclusion of the next annual meeting is sometimes referred to herein as a "Bar Year."

Section 4. Officers shall perform any duties prescribed by these Bylaws, the parliamentary procedures adopted by the Association, and as directed from time to time by the Board. In the absence of the President, the President-Elect shall perform the duties of the President.

Section 5. Vacancies in offices shall be filled as follows:

(a) If the office of the President becomes vacant, the President-Elect shall immediately become President and, for the remainder of the then-current Bar Year, shall hold both the office of President and the office of President-Elect. If the office of the President becomes vacant again during the same Bar Year, the Board, at its next meeting, shall elect a President, who shall serve in that office for the remainder of the current Bar Year; and the vacancy in the office of the President-Elect may be filled in accordance with Subsection (b) of this Section.

(b) If the office of the President-Elect becomes vacant prior to February 1 of a Bar Year, the Board shall fill the vacancy. If the vacancy occurs on or after February 1, the Board shall nominate a candidate for President-Elect to be elected at the Association's next scheduled annual meeting. Nominations for President-Elect also may be made from the floor at the next scheduled annual meeting, provided, however, that the name of the nominee shall have been submitted in writing to the Executive Director not less than thirty (30) days before the next scheduled annual meeting.

ARTICLE VII COMMITTEES OF THE ASSOCIATION

Section 1. The Board, from time to time, as it deems necessary or advisable, may establish and dissolve committees of the Association to address matters and issues of importance to the Association and to the Bar in general ("Committees" or, singly, a "Committee"). Committees presently include, among others, Budget-Finance, Continuing Legal Education, Ethics, Judicial Appointments, Laws, Lawyer Assistance, Membership, Planning, Programs, Publications and Resolution of Fee Disputes.

The Chair and members of each Committee shall be appointed by the President. Neither the Chair nor any member of a Committee need be a member of the Board. The Board, from time to time, may authorize persons who are not members of the Association to serve on Committees.

Section 2. The Board, from time to time, may establish or modify, with respect to each Committee: (a) the Committee's mission; (b) the Committee's authority; (c) the Committee's composition, including, without limitation, its number of members and the constituencies to be represented on the Committee; (d) the term of service of each member of the Committee; (e) the manner of appointment and removal of members of the Committee; (f) the manner of appointment and removal of the Chair and Vice Chair of each Committee; and (g) the procedures for calling and conducting meetings of the Committee and approving matters that come before the Committee; and shall approve the charter of each Committee if the Board requires the Committee to have a charter.

Section 3. The President, from time to time, may appoint other committees, both standing or special, and task forces that the President deems necessary to carry on the Association's business and affairs. The order of the President establishing a standing or special committee not named in these Bylaws shall identify the committee by name, state the charge to the committee, the number of its members, and the length of terms and jurisdiction, if applicable, of their appointment by the President. This motion or order and the names of those initially appointed to serve on the committee shall be announced at a meeting of the Board and entered in the minutes of that meeting. The President and the President-Elect shall be ex-officio members of all committees.

ARTICLE VIII SECTIONS

Section 1. The Board, from time to time, as it deems necessary or advisable, may establish or dissolve Sections of the Association and may adopt Policies with regard to the Sections. A "Section" of the Association is a subdivision of the Association whose organization is or has been authorized by the Board to address an area of focus or interest of a segment of members of the Association (as opposed to an area of focus or interest of the Association in general). Sections include, without limitation, the Young Lawyers Section and Sections that focus on substantive areas of the law. A Section shall be comprised of members of the Association who elect to participate in the particular Section in accordance with, and subject to, its bylaws and the Policies adopted by the Board, including, without limitation, Policies concerning the budget and financial affairs of Section and Policies concerning the representation of different constituencies on the Section Council or other governing body of the Section.

Section 2. A Section shall be semi-autonomous but shall always be subject to the authority of the Board. A Section is authorized and expected to adopt bylaws that do not conflict with these Bylaws. A current copy of the bylaws of each Section and any amendments thereto shall be filed with the Executive Director. Upon the establishment of a new Section, the President, with the approval of the Board, shall appoint a Chair and Council thereof. Thereafter, the Council and officers of the Section shall be selected as provided in the Section's bylaws.

ARTICLE IX OPINIONS SUBJECT TO ASSOCIATION'S LEGISLATIVE POLICY

A Section or Committee may, within its area of responsibility, express its opinion on any matter before the executive branch of the federal or any state government, United States Congress, the General Assembly of Maryland or other legislative or regulatory body, and may appear before the executive branch of the federal or any state government or any legislative or regulatory body concerning the matter, provided that (i) the Section or Committee states that its opinion is the opinion of the Section or

Committee only and (ii) its opinion does not conflict with a position of the Association. A Section or Committee shall advise the Board or the Association's senior staff member in charge of regulatory affairs, in writing, of its intention to express an opinion and of its position prior to the expression of its opinion.

In any areas of concern to the Association in which it may wish to express an opinion, take a position, or present proposed legislation, a Section or Committee may confer with other Committees, with Sections and with legislators as it deems appropriate, and provide the Board with recommendations for legislative activity by the Association.

ARTICLE X NOTICE, VOTES AND OTHER COMMUNICATIONS

Section 1. Any notice, consent, or other communication required or permitted by these Bylaws, including any vote on any matter brought before the Association, a Section, a committee or other body may be delivered by (a) regular mail, next-day express mail, or certified or registered mail, postage prepaid; (b) overnight courier service; (c) email; (d) facsimile; (e) any other form of electronic transmission that creates a record that (i) may be retained, retrieved, and reviewed by the recipient of the communication, and (ii) may be reproduced directly in paper form by such recipient through an automated process; or (f) by leaving it at the recipient's Primary Address. If mailed, the notice shall be deemed to be given when deposited postage prepaid in the United States mail, addressed to the person's (intended recipient's) Primary Address. If delivered by overnight courier service, the notice shall be deemed to be given when deposited with the overnight courier service addressed to the recipient's Primary Address. If given by facsimile, the notice shall be deemed to be given when transmitted to the member-recipient's facsimile number, if any, that appears on the Association's records. If given by email, the notice shall be deemed to be given when transmitted to the recipient at the member-recipient's email address, if any, that appears on the Association's records. If left at the recipient's Primary Address, the notice shall be deemed to be given when so left.

Section 2. Whenever any notice is required to be given pursuant to the charter or bylaws of the Association or pursuant to applicable law, a waiver of notice in writing, signed by the intended recipient's or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at nor the purpose of any meeting need be set forth in the waiver of notice, unless specifically required by statute. A member's attendance at any meeting shall constitute a waiver of notice of the meeting, except where the member attends the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE XI PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order adopted by the Association.

ARTICLE XII INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

Section 1. Indemnification and Advancement of Expenses. Any person who is made a party or is threatened to be made a party in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person (a) is a current or former Member of the Board or Officer or (b) is or was serving at the request of the

Association as a director, officer, partner, trustee, employee, agent, or fiduciary of another association, partnership, joint venture, trust, enterprise, or employee benefit plan, shall be indemnified by the Association against judgments, penalties, fines, excise taxes, settlements, and reasonable expenses (including attorneys' fees) actually incurred by such person in connection with such action, suit, or proceeding to the fullest extent permissible under Maryland law, as now or hereinafter in force. In addition, the Association shall advance expenses to its current and former Members of the Board and Officers who are made, or are threatened to be made, parties to any action, suit, or proceeding described above to the fullest extent that advancement of expenses is permitted by Maryland law. The members of the Board, by resolution or agreement, may make further provision for indemnification of Officers, employees, and agents to the fullest extent permitted by Maryland law. No provision of this Article XII shall be effective to protect or purport to protect any member of the Board, Officer, employee, or agent of the Association against any liability if it is established that personal benefit was improperly and actually received or it is established that the act or omission was material to the matter giving rise to the action, suit, or proceeding and either was committed in bad faith or was the result of active and deliberate dishonesty. The Board may require a current or former member of the Board, Officer, or other person to sign an agreement, in form and content specified by the Board, requiring the repayment of advanced expenses if it is later determined that, pursuant to the preceding sentence, the person is not entitled to protection from liability. Any indemnification or advance of expenses shall be reported to the members at or prior to the next annual meeting.

Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the charter of the Association or these Bylaws inconsistent with this Article shall apply to or affect in any respect the applicability of the preceding paragraph with respect to any act or failure to act that occurred prior to the amendment, repeal, or adoption.

Section 2. Internal Revenue Code. The provisions of this Article XII shall be subject to any limitations of the Internal Revenue Code and the Regulations thereunder applicable to the Association.

ARTICLE XIII ATTENDANCE AT MEETINGS

If permitted by the Board, a committee of the Board, a committee of the Association, or a Section, a person may attend a meeting of the Board, a committee of the Board, a committee of the Association or Section, as the case may be, and shall be considered present at the meeting, if the person attends the meeting by means of conference telephone call or by means of remote communications equipment, provided that all members and persons participating in the meeting (i) can either hear the proceedings of the meeting or read the proceedings of the meeting substantially concurrent with the proceedings, and (ii) have the opportunity to participate in the meeting and vote on all matters submitted to the participants in the meeting.

ARTICLE XIV AMENDMENT OF BYLAWS

The voting members, by the affirmative vote of at least two-thirds of those who are present in person or by proxy at a meeting of the members at which a quorum is present, shall have the power to adopt, alter or repeal any Bylaws of the Association and to make new Bylaws, provided, however, that the proposed adoption, alteration, repeal or new Bylaws has first been reviewed by the Board of Governors and sent to all members with the notice of the meeting.