

BY-LAWS

OF

EASTERN JACKSON COUNTY BAR ASSOCIATION, INC.

ARTICLE I: OFFICES

The principal office of the Association in the State of Missouri shall be located in the City of Independence, County of Jackson. The Association may have such other office, either within or without the State of Missouri, as the Board of Directors may determine or as the affairs of the Association may require from time to time.

The Association shall have and continuously maintain in the State of Missouri a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II: MEMBERS

SECTION 1. CLASSES OF MEMBERS.

The Association shall have active members and honorary members.

SECTION 2. MEMBERS.

Any person admitted to the practice of law in the State of Missouri, and any person admitted to the practice of law in any of the United States who is a resident of or practices law in Jackson County, shall be eligible for membership in this Association. Any applicant seeking membership shall make application in writing on a form approved by the Board of Directors to the Secretary or Executive Secretary of the Association. Upon approval of a majority of the members of the Board of Directors in attendance at any regular meeting of the Board of Directors and upon payment of the first year's dues and such admission fees as may be established by the Board of Directors, the applicant shall be elected to membership of this Association and the membership notified thereof.

SECTION 3. VOTING RIGHTS.

Any member whose dues and special assessments, if any, have been paid to date shall be entitled to vote on all issues submitted to the membership of this Association. Current dues shall not be considered in default until September 1st of each year beginning September 1, 1984. Special assessments shall not be considered in default until 60 days after date due.

SECTION 4. TERMINATION OF MEMBERSHIP.

Membership in this Association may be terminated for non-payment of any special assessment or regular dues, by the Board of Directors. It may also be terminated by resignation or death of the member, or as provided in Article VI, Section 2(a)(1).

ARTICLE III: MEETINGS OF MEMBERS

SECTION 1. MONTHLY MEMBERSHIP MEETINGS.

The membership shall have regular monthly meetings every month during the year except June, July, August and December.

The Board of Directors may call additional membership meetings. Notice of such meetings shall be given to the membership by regular U.S. mail, prepaid to last known address at least five days prior to each meeting.

SECTION 2. ANNUAL MEETING.

An annual meeting of the members shall be held at a location designated by the Board of Directors in the month of May in each year, beginning with the year 1984, for the purpose of electing Directors and Officers and for the transaction of such other business as may come before the meeting.

SECTION 3. SPECIAL MEETINGS.

Special meetings of the members may be called by the President, a majority of the Board of Directors, or by not less than one-tenth of the members having voting rights.

SECTION 4. PLACE OF MEETING.

The Board of Directors may designate any place either within or without the State of Missouri, as the place of meeting for the regular meetings, the annual meeting or for any special meeting.

SECTION 5. NOTICE OF SPECIAL MEETINGS.

Written or printed notice stating the place, day and hour of any special meeting of members shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Association, with postage thereon prepaid.

SECTION 6. INFORMAL ACTION BY MEMBERS.

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds of the members entitled to vote with respect to the subject matter thereof.

SECTION 7. QUORUM.

The members holding ten per cent of the votes which may be cast at any meeting shall constitute a quorum at such 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 Association shall be managed by its Board of Directors.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS.

The Board of Directors shall consist of the President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), Secretary, Executive Secretary, Treasurer, immediate Past President and three Directors, who will be elected

from the membership of the Association in May of each year by the membership and serve until their successors are duly elected and qualified.

SECTION 3. REGULAR MEETINGS.

The Board of Directors shall meet each month of the year except June, July and August at a time and place designated by the President.

SECTION 4. SPECIAL MEETINGS.

Special meetings of the Board of Directors may be called by, or at the request of, the President or any two Directors. The person or persons authorized to call special meetings of the board may fix any place, within Jackson County, as the place for holding any special meeting of the board called by them.

SECTION 5. NOTICE.

Notice of any special meeting of the Board of Directors shall be given at least two days prior thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

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; but 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. MANNER OF ACTING.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

SECTION 8. VACANCIES.

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

ARTICLE V: OFFICERS

SECTION 1. OFFICERS.

The officers of the Association shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, an Executive Secretary, Treasurer, three Directors and such other officers as may be elected in accordance with the provisions of this article. The

Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

SECTION 2. ELECTION AND TERM OF OFFICE.

The officers of the Association shall be elected annually by the membership at the regular annual meeting in May of each year. New offices may be 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.

SECTION 3. REMOVAL.

Any officer may be removed upon resolution of the Board of Directors and an affirmative vote of three-fourths of the members present at a meeting called for the purpose of considering the resolution.

SECTION 4. VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. PRESIDENT.

The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the Association; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. VICE PRESIDENT.

In the absence of the President or in event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 7. TREASURER.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these by-laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 8. SECRETARY.

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

SECTION 9. EXECUTIVE SECRETARY.

The Executive Secretary shall see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the Association's records and attest on behalf of the Association all documents the execution of which on behalf of the Association is duly authorized in accordance with the provisions of these by-laws; keep a register of the Post Office address of each member which shall be furnished to the Secretary by such member and in general perform all duties required of the office of Secretary as from time to time may be assigned by the President or Board of Directors.

ARTICLE VI: COMMITTEES

SECTION 1. STANDING COMMITTEES.

The following committees shall be appointed by the President with the advice and approval of the Board of Directors:

- (a) Grievance Committee
- (b) Legislative Committee
- (c) Public Relations Committee
- (d) Membership Committee

Each committee shall have three members appointed for a term of three years. The first appointments shall be made immediately after the adoption of these by-laws and shall be for staggered terms of one year, two years and three years on each committee for the three members. The President with advice and approval of the Board of Directors shall name the Chairman of the respective committees to serve until June 30th of the following year.

SECTION 2. GRIEVANCE COMMITTEE.

It shall be the duty of the President, within 30 days after the annual meeting to appoint, with approval of the Board of Directors, a new member to this committee to replace the member whose term is expiring, and the President shall designate the Chairman. If any vacancy occurs in the membership of said committee, or any member thereof fails or refuses to perform the duties incumbent upon him as a member of such committee, the President, with approval of the Board of Directors, shall immediately appoint another member of the Association to fill the unexpired term of the aforesaid member. The President or in his absence, the Vice President, shall serve as a member of this committee. Except as otherwise provided in this Article, any action of said committee may be by a majority of its members.

(a) The Grievance Committee shall be charged with the investigation and hearings of all charges which may be made against members of the Association or against attorneys practicing in Jackson County, Missouri, or persons pretending to be attorneys-at-law practicing in said county, on matters affecting the honor and dignity of the practice of law, or the administration of justice. The committee shall grant a fair hearing upon all such charges or matters, and may find the accused guilty of misconduct unbecoming a lawyer and bringing the legal profession into disrepute, and thereupon shall apply one or more of the following disciplinary measures upon the person so found guilty:

(1) Expulsion or suspension from membership with the right of appeal to the Association by the accused; such appeal, however, not to act as a supersedes from such order of expulsion or suspension pending such appeal; provided, however, that such suspension or expulsion shall not become effective until approved by resolution of the Grievances Committee sitting in joint session with the Board of Directors upon call of the President, nor unless such resolution be adopted by vote of at least three-fourths of said joint committee.

(2) Report of the matter to the Association with recommendations.

(3) Refer to appropriate State Disciplinary Committee for whatever action said committee deems appropriate.

(b) The Grievance Committee is charged with the duty of taking the necessary steps to prevent any person not licensed to practice law in the State of Missouri from illegally practicing law in Jackson County, Missouri, and, in its discretion, shall institute, or cause to be instituted, proper proceedings against any such person.

SECTION 3. LEGISLATIVE COMMITTEE.

It shall be the duty of the President, within 30 days after the annual meeting to appoint, the approval of the Board of Directors, a new member to this committee to replace the member whose term is expiring, and the President shall designate the Chairman. If any vacancy occurs in the membership of said committee, or any member thereof fails or refuses to perform the duties incumbent upon him as a member of such committee, the President, with approval of the Board of Directors, shall immediately appoint another member of the Association to fill the unexpired term of the aforesaid member. Except as otherwise provided in this Article, any action of said Committee may be by a majority of its members.

(a) The Legislative Committee shall be charged with reviewing all pending legislation in the State of Missouri and the Congress of the United States affecting the Bar Association and with making regular reports to the membership with the committee's recommendation for action.

(b) This Committee shall be charged with such other matters of Association interest as the President or Board of Directors may request.

(c) This Committee may be expanded by the addition of Sub-committees upon the Committee's request to the President, by the President's appointment with approval of the Board of Directors, the term of such Sub-committee to end the following June 30th.

SECTION 4. PUBLIC RELATIONS COMMITTEE.

It shall be the duty of the President, within 30 days after the annual meeting to appoint, with approval of the Board of Directors, a new member to this committee to replace the member whose term is expiring, and the President shall designate the Chairman. If any vacancy occurs in the membership of said committee, or any member thereof fails or refuses to perform the duties incumbent upon him as a member of such committee, the President with approval of the Board of Directors, shall immediately appoint another member of the Association to fill the unexpired term of the aforesaid member. Except as otherwise provided in this Article, any action of said committee may be by a majority of its members.

(a) The Public Relations Committee shall be charged with improving the image of the Association in local, state and national affairs by:

(1) Providing news releases of all Association events, including the election of its officers.

(2) Providing publicity of all Association projects of community interest including Law Day.

(3) Recommending to the President and Board of Directors at regular intervals, projects which would add to the stature of their Association in the community.

(4) Securing writing assignments for Bar Journals and publications for the Association members.

SECTION 5. MEMBERSHIP COMMITTEE.

It shall be the duty of the President, within 30 days after the annual meeting to appoint, with approval of the Board of Directors, a new member to this committee to replace the member whose term is expiring, and the President shall designate the Chairman. If any vacancy occurs in the membership of said committee, or any member thereof fails or refuses to perform the duties incumbent upon him as a member of such committee, the President, with approval of the Board of Directors, shall immediately appoint another member of the Association to fill the unexpired term of the aforesaid member. Except as otherwise provided in this Article, any action of said committee may be by a majority of its members.

(a) The Membership Committee shall secure new members for this Association and in connection therewith:

(1) Prepare and distribute annually to the members a roster which shall include the name of each member, his business address and telephone number.

(2) Suggest to the President and Board of Directors social activities designed to entertain prospective new members and to carry out such activities as approved by the Board of Directors.

SECTION 6. OTHER DUTIES.

All standing committees shall have such other duties as may be assigned by the President or Board of Directors.

SECTION 7. OTHER COMMITTEES.

The President shall appoint, with the approval of the Board of Directors, such other committees as in his discretion may be necessary to carry out the purpose of this Association to serve until the end of his term of office.

SECTION 8. NOMINATING COMMITTEE.

The nominating committee shall consist of the present President who shall serve as Chairman, the three previous past Presidents, and four members of the Association who are not Officers or Directors and appointed by the President no later than February 15 of each year.

The nominating committee shall select a nominating slate to be presented to the general membership at the regular April meeting. Nominations may be made from the floor by any member of the Association at the regular May meeting when the elections for officers and board members are held.

ARTICLE VII: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. CONTRACTS.

The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC.

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

SECTION 3. DEPOSITS.

All funds of the Association shall be deposited from time to time to the credit of the Association 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 Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

ARTICLE VIII: BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX: FISCAL YEAR

The fiscal year of the Association shall begin on the first day of July and end on the last day of June in each year.

ARTICLE X: HONORARY MEMBERS

SECTION 1. MEMBERS BECOMING JUDGES.

Any member of this Association who may be or shall hereafter become a Judge in any Associate Circuit, Circuit or Appellate Court of Missouri, the United States Eighth Circuit Court of Appeals or the United States District Court of the Western District of Missouri or Bankruptcy Judge shall cease to be an active member of this Association and shall have no vote nor be eligible to any office of the Association, but shall become an honorary member of the Association with all the rights and privileges pertaining thereto.

SECTION 2. MEMBERS ATTAINING AGE 70.

Any member of this Association, upon 50 years in the practice of law or upon attaining the age of 70 years, may become an honorary member of this Association by making application for such honorary membership to the Board of Directors. Such honorary members shall not be eligible to hold any office in this Association, shall not be required to pay dues, but shall be required to pay special assessments, if any, and shall have the right to vote on any and all matters before this Association.

ARTICLE XI: ADMISSION FEE AND ANNUAL DUES

The annual dues, except for honorary members, shall be \$20.00, payable in advance for each year beginning July 1, 1983. An admission fee may be established by the Board of Directors. The dues may be increased, or decreased, by a majority of members present at a membership meeting called for that purpose upon notice by U. S. mail at least 10 days in advance. The dues shall become delinquent September first in each year if unpaid.

ARTICLE XII: SPECIAL ASSESSMENTS

This Association shall have the power to assess the members for an amount in addition to the annual dues in the following described manner: Such assessment shall be voted upon and approved or disapproved at any regular or special meeting of the members provided written notice of such meeting is delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) days prior to such meeting, and, said written notice shall state that a proposed special assessment is to be considered and voted upon at said meeting, and, not less than two-thirds of the members present at such meeting and eligible to vote approve the proposed special assessment. If mailed, the notice of such meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the record of the Association, with postage prepaid thereon. Any special assessment so approved shall be due the first day of the month following such meeting.

ARTICLE XIII: AMENDMENTS TO BY-LAWS

SECTION 1. AMENDMENTS BY BOARD OF DIRECTORS.

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the majority of the Board of Directors present at any regular meeting or any special meeting of the Board of Directors, if at least ten (10) days written notice to Board members is given of the intention to alter, amend or repeal or to adopt new by-laws. The Board of Directors may not amend Article VI Section 8, Article XI, Article XII and this article. The membership of the Association shall be promptly notified of any changes made in the by-laws. Notification through the next regular publication of the report to the membership shall be sufficient.

SECTION 2. AMENDMENT BY MEMBERS.

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the members present at any regular meeting or at any special meeting, if at least ten (10) days written notice is given of intention to alter, amend, or repeal or to adopt new by-laws at such meeting.

SECTION 3. CONTROLLING PROVISION.

In the event of any conflict between amendments hereto, the procedures in Section 2 shall control over the provisions in Section 1.

ARTICLE XIV: REPEAL OF PRIOR BY-LAWS

The provisions of the by-laws of this Association heretofore in effect are hereby repealed.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned Secretary of the Association known as Eastern Jackson County Bar Association, Inc. does hereby certify that the above and foregoing by-laws were duly adopted by the members of said Association, as the by-laws of said Association, on the 26 day

of February, 1984, and that they do now constitute the by-laws
of said Association.

Jeanette K. Patton
Secretary

ATTEST:

