

CHARTER & BY-LAWS
of the
NEW HAVEN COUNTY BAR ASSOCIATION

CHARTER

(Connecticut Special Laws, Volume 15, Part 1, 1907, Page 311.)

Incorporating the New Haven County Bar Association

Resolved by this Assembly:

Section 1. That Henry Stoddard, John W. Alling, Henry C. White, John K. Beach, George D. Watrous, William H. Williams, William H. Ely, Edward Zacher, A. Jeaton Robertson, James H. Webb, Harry G. Day, Samuel, H. Fisher, Alfred N. Wheeler, Bernard E. Lynch, David E. Fitzgerald, Clifford J. Stoddard, Walter J. Walsh and Howard C. Webb, and such other persons as shall be associated with them, and their successors, by and they hereby are constituted a body politic and corporate forever by the name of the New Haven County Bar Association, to be located in the City of New Haven, and by that name shall have perpetual succession and shall be capable of suing and being sued, pleading and being pleaded, and also of purchasing, receiving, holding, investing, managing, and conveying any estate, real or personal, which it may deem necessary, for the purpose of establishing and maintaining permanent headquarters for said association and for the further purpose of establishing and maintaining a law library for the benefit of its members and for the promotion of social, intellectual and such other pursuits as will uphold and perpetuate the best standards of the legal profession; may have a common seal and change the same at pleasure; and may establish such rules and by-laws not contrary to the resolution or to the laws of this state as it may, from time to time, deem necessary or convenient, relating to membership in said association, the times and places of meetings, the election of officers, and all other matters connected with the objects, membership, and government of said association.

Section 2. All members of the legal profession in New Haven County shall be eligible for membership upon such terms as may be provided by the rules and by-laws of said association, and upon subscribing to the charter and by-laws thereof.

Section 3. Said corporation shall meet once in each year for the election of president, secretary and treasurer, and such other officers as may be designated by the rules and by-laws of said corporation.

Section 4. Said corporation is hereby authorized and empowered to receive and hold gifts, bequests, legacies and devices for its own use and in trust for the promotion of such purposes and objects for which this corporation is organized, as may be designated by the person creating the trust, and no bond shall be required for said corporation on account of such gifts, bequests, legacies and devices.

Section 5. The first meeting of said corporation shall be held at the Superior Court room in the City of New Haven at such time as shall be designated by any two of the incorporators named in Section 1, notice thereof having been previously given by publication in a newspaper having a circulation in the City of New Haven at least five days before the time of such meeting, and by sending written and printed notice to all of the incorporators at least five days before the time of such meeting.

Approved June 27, 1907

Amendment dated July 15, 1994 to add Section 6 as follows:

Section 6. The personal liability of a director (also known as a member of the Executive Committee) to said corporation or its members for monetary damages for breach of duty as a director shall be limited to an amount equal to the amount of compensation received by the director for serving said corporation as a director during the calendar year in which the violation occurred (and if the director received no such compensation from said corporation during the calendar year of the violation, such director shall have no liability to said corporation or its members for breach of duty) if such breach did not:

- (A) involve a knowing and culpable violation of law by the director;
- (B) enable the director or an associate, as defined in subdivision 3 of Section 33-37d of the Connecticut Stock Corporation Act as in effect at the time of the violation, to receive an improper personal economic gain;
- (C) show a lack of good faith and a conscious disregard for the duty of the director to said corporation under circumstances in which the director was unaware that his conduct or omission created an unjustifiable risk of serious injury to said corporation; or
- (D) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to said corporation.

Any repeal or modification of this Section 6 shall not adversely effect any right or protection of a director of said corporation existing at the time of such repeal or modification.

The effective date of the provisions of this Section 6 shall be the date of filing with the Secretary of State of the State of Connecticut of the Certificate of Amendment which contains this Section 6.

Nothing contained in this Section 6 shall be construed to deny to the directors of said corporation the benefit of Section 52-557m of the Connecticut General Statutes as in effect at the time of the violation.

BY-LAWS
of the
New Haven County Bar Association

Adopted May 2, 1949
(Including amendments adopted December 15, 1961,
June 18, 1985, June 19, 1990, June 15, 1993, and June 15, 2000)

ARTICLE I

Name

This association shall be called “The New Haven County Bar Association”. Hereafter, “Association” shall reference the New Haven County Bar Association.

ARTICLE II

Membership

Section 1. Any member in good standing of the Bar of the State of Connecticut or any other jurisdiction may become a member of the Association upon making application to the secretary in writing. Said application shall be referred to the Executive Committee and if approved by said committee, the applicant shall become a member of the Association.

Section 2. A person who is engaged or employed in one of the following categories, and, except for CT Superior Court Temporary Assistant Clerks, is not eligible for membership under Article II, Section 1 of the NHCBA By-laws, shall be eligible for Associate Member status: a law student enrolled in an American Bar Association (“ABA”) accredited law school; a teacher or professor of law at an ABA accredited law school; a law clerk in a federal or Connecticut Superior court; and a legal administrator, legal librarian or paralegal/legal assistant who is employed by a law office, including a corporate legal department, a government, judicial or legal agency, or any other entity devoted primarily to the practice of law. Application for membership shall be made as set forth in Article II, Section 1, and said membership shall be under such conditions and with such rights, privileges and limitations as the By-laws may provide. Associate Members shall not have voting rights.

Section 3. A member may resign from the Association at any time effective upon receipt of his or her written resignation at the Association’s office. Any member of the Association may be suspended or expelled by a vote of two-thirds of the members of the Executive Committee present and voting at a meeting duly warned and held for that purpose for misconduct in his or her relation to the Association or to the profession after reasonable notice and opportunity to be heard, unless such member is by a final order or judgment disbarred or suspended from the practice of law in a state, territory or possession of the United States in which case the member automatically ceases to be a member of the Association. An Associate member shall automatically terminate from his/her status upon determination by the committee on membership

that the person is no longer employed or attending school in such status as Association membership was originally granted.

ARTICLE III

Meetings

Section 1. Regular meetings of the Association shall be held at such time and place, and at such intervals, as the Association may from time to time decide.

Section 2. The annual meeting of the Association shall be held in October at such time and place duly noticed.

Section 3. Special meetings of the Association may be called by the president, or by the Executive Committee, and shall be called by the secretary upon the written request of twenty-five members, which meetings shall be held within two weeks from the date of the notice sent to the members of the Association. No special meeting shall consider any business not germane to the subject matter specified in the call thereof.

ARTICLE IV

Officers

Section 1. The officers of the Association shall be a president, a president-elect, a secretary, an assistant secretary, a treasurer, and an assistant treasurer. Only members described in Article II, Section 1 shall be eligible to be officers. The same person may occupy the offices of secretary and treasurer, or assistant secretary and assistant treasurer. They shall be elected for one year terms and until their successors are elected and qualified, in the manner hereinafter provided.

ARTICLE V

Elections

Section 1. During the month of July in each year, the president shall appoint a Nominating Committee of five members, including the immediate past president. Said Committee shall report to the president, not later than July 31st, the name of a member of the Association for each office whom it considers qualified therefor. Immediately thereafter, the secretary shall notify every member by mail setting forth the names and residences of the nominees for the respective offices. Other nominations may be made only upon petition, signed by not less than twenty-five members, and filed with the secretary on or before August 31st. Notice of such additional nominations shall be given forthwith to the members, accompanied by appropriate forms for secret ballots containing the names of all nominees for each contested office and a notice that ballots must be returned to the secretary not later than September 30th. The secretary and any other officer of the Association designated by the secretary shall then count the ballots, notify the successful candidates by letter, and announce the results at the annual meeting of the Association. If two or more nominations are made for an office, a plurality of the votes cast shall elect. If no additional nominations are made within the time limited, with respect to any office,

the nominee for each such office shall thereupon be declared elected. In the event of a tie, the same shall be resolved by a vote of those present and voting at the annual meeting after due notice to the members of said tie.

Section 2. The Executive Committee shall consist of all of the officers and the immediate past president, and not fewer than five nor more than twenty other Attorney members of the Association and no more than two Associate members, who shall be appointed by the president. In addition, the Executive Committee shall consist of the president of the New Haven Young Lawyers, who will be a voting member of the Executive Committee during his or her tenure as president of the New Haven Young Lawyers. Past presidents of the Association and any appointed Associate members are entitled to participate in all activities of the Executive Committee without a vote. Members of the Executive Committee, except for the officers, the immediate past president, president of the New Haven Young Lawyers and past presidents of the Association, shall serve a term of three years, with a limit of five successive terms.

ARTICLE VI

Duties

Section 1. It shall be the duty of the president to preside at all meetings of the Executive Committee. The president shall be an ex-officio member of all committees of the Association. He or she shall appoint all committees, unless otherwise provided for by vote of the members of the Association creating the Committee, or such numbers of members and for such purposes as he or she may deem desirable or as the Executive Committee of the Association may direct.

Section 2. The president-elect shall be vested with all powers and shall perform all of the duties of the president in the absence of the latter.

Section 3. It shall be the duty of the secretary to keep a record of the minutes of the meetings of the Association and of the meetings of the Executive Committee. He or she shall take care of all of the correspondence of the Association, and shall have custody of the corporate seal.

Section 4. The treasurer shall collect the dues from the members of the Association. He or she shall keep full and accurate accounts of all receipts and disbursements in the books of the Association, and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Executive Committee. The treasurer shall disburse the funds of the Association as may be ordered by a vote of the members of the Association or by the Executive Committee, or the president, taking proper vouchers for such disbursements and shall render to the Association, at its annual meeting, an account of all of his or her transactions as treasurer, and of the financial condition of the Association. The treasurer and assistant treasurer shall give to the Association, when required by the Executive Committee, a bond, in a sum and with one or more sureties satisfactory to the Executive Committee, for the faithful performance of the duties of his or her office and for the restoration to the Association, in the case of his or her death, resignation, or removal from office, of all books, papers, vouchers, monies or other property of whatsoever kind in his or her possession belonging to the Association.

Section 5. The assistant secretary and the assistant treasurer shall perform such duties as may be assigned to them by the Executive Committee.

Section 6. It shall be the duty of the Executive Committee to take cognizance of, act upon, or hear and determine such matters as shall be referred to it by the president or by vote of the Association. It shall at all times give consideration and attention to all matters generally relating to the legal profession and to its welfare, and direct the attention of this Association thereto. It shall have general control of the Association in the interval between meetings of the Association.

Section 7. The president shall have the power and duty, from time to time, to appoint such delegates or representatives to the State Bar Association and to other associations or organizations as this Association or any officer thereof shall be entitled to or authorized to appoint, subject to the advice and consent of the Executive Committee. Irrespective of the request of any other association or organization, the president shall not appoint any delegate, representative or participant in any other association or organization without following the procedure set forth above.

ARTICLE VII

Dues

Section 1. The dues of the members shall be in such amounts as the Executive Committee shall determine from time to time. Said dues shall be paid within one month after the date the same are billed each year.

Section 2. If any members shall neglect or refuse to pay his or her annual dues, the treasurer shall thereupon send him or her a notice limiting a further period of thirty days for the payment thereof. If the dues are not paid at the expiration of said period of thirty days, the treasurer shall send to the member in default a notice that his or her membership in the Association shall cease if such dues are not paid within thirty days thereafter. If the dues are not paid at the expiration of such further period of thirty days, such member shall cease to be a member of the Association. A member may be reinstated upon the payment of his or her arrearages in dues. No dues shall be refunded to any member whose membership terminates for any reason.

ARTICLE VIII

Quorum

Section 1. Twenty-five members of the Association shall constitute a quorum.

ARTICLE IX

Amendments

Section 1. These by-laws may be amended or repealed by a two-thirds vote of the members of the Association present and voting at a meeting of the Association duly called for such purpose. Notice of such proposed amendment or repeal shall be given to the members of the Association at least ten days prior to the meeting at which such proposed amendment is to be considered. Proposals may be made by the Executive Committee or by any ten members of the Association who sign the same and submit them to the secretary. The proposal may be amended

from the floor at any meeting at which action is taken thereon, provided that the amendment from the floor is germane to the same subject matter.

ARTICLE X

Restricted Use and Disposition of Funds

Section 1. This Association is not organized and shall never be operated for the pecuniary profit of any of its members. These By-laws shall not be altered or amended in derogation of the foregoing provision. Upon any dissolution or termination of the existence of this Association, all of its property and assets shall be assigned, conveyed, transferred and delivered either to the State of Connecticut for its public purposes, or to such non-profit corporation, trust, foundation or other organization having objects and purposes similar to those of this Association as the membership of this Association may determine with the approval of the Superior Court for the Judicial District of New Haven at New Haven.

Section 2. No property or funds received in the name of this Association for the use or benefit of the New Haven County Law Library Association shall be commingled with the funds of this Association or used for its other purposes, but shall upon receipt be turned over to the appropriate officers of said the New Haven County Law Library Association to be separately held, administered and accounted for by the latter association in accordance with its By-laws.

NHCBA-Word\Admin\By-laws NHCBA