



MARYLAND
BAR FOUNDATION
IN PARTNERSHIP WITH MSBA

By-Laws
of the Maryland Bar Foundation, Inc.
Amended and Restated June 2021

THE BY-LAWS OF
MARYLAND BAR FOUNDATION, INC.

ARTICLE 1
NAME AND PURPOSES

The name and purposes of the Corporation are set forth in the Articles of Incorporation. In this document, the Corporation may sometimes be referred to as the "Foundation."

ARTICLE 2
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.

ARTICLE 3
PRINCIPAL OFFICE

The principal office of the Corporation shall be a street address designated by the Board of Directors.

ARTICLE 4
BOARD OF DIRECTORS

4. 1. *Powers & Duties*

The business and affairs of the corporation shall be managed by its Board of Directors (hereinafter the "Board"), subject to the authority of the Members.

4. 2. *Composition and Qualifications*

The Board shall be comprised of at least eleven (11) directors and no more than twenty-one (21) directors , and shall include the Officers of the Foundation as outlined in Article 5.1; the President, President-Elect and Immediate Past-President of the Maryland State Bar Association, Inc. ("MSBA") or their respective appointees, and the Chair of the Fellows Committee.

4.2.1 Directors, other than members of the judiciary, may not be restricted in their ability to raise funds on behalf of the Foundation, and will be expected to engage in

certain fundraising activities throughout their tenure.

4.2.2 Directors must be members of the MSBA, and any director ceasing to be a member of the MSBA, shall also cease to be a member of the Board.

4.2.3 The Foundation shall strive to retain a Board that is reflective of the full breadth of diversity in the practice and community, including race, gender, economic status, age, subject matter expertise, interest area, as well as the demographic and geographic diversity of the Maryland legal community.

4.3 *Terms Limits*

All Board members shall serve two-year terms. For continuity, Board terms shall be staggered as equally as possible into two Classes, with Class I directors being elected in odd numbered years and Class II directors being elected in even numbered years. Board members may serve up to two consecutive two-year terms, and their term may be extended if elected to serve as Officers, but no Board member may serve for more than six (6) consecutive years in any office or role on the Board of Directors.

4.4 *Election*

Each year directors will be elected in accordance with the classes outlined in Article 4.3.

4.4.1 No later than April 30th of each year, the Nominating Committee, as defined in Article 7.1.2, shall submit nominations for potential directors to the Board. The Board shall then elect the class of directors from the list of submitted nominations.

4.4.2 The list of directors elected by the Board shall be presented to the MSBA BoG prior to its annual meeting or as soon thereafter as practicable, for ratification of the election. If, for any reason, a director is not ratified by the MSBA Board of Governors ("BoG"), the President of the Foundation shall follow the vacancy procedures outlined in Article 5.7.

4.4.3 Prospective directors need not be Fellows at the time of nomination, but must agree to become a Fellow of the Foundation, as defined in Article 7.1.1, upon election and no later than three (3) months after beginning their first term as director. Failure to become a Fellow of the Foundation in that time, may result in the removal of

the director.

4.5 Meetings

4.5.1. Annual Meeting of the Members - An Annual Meeting of the Members shall be held each year in conjunction with the Annual Meeting of the Maryland State Bar Association, for the purpose of ratifying the election of Directors of the Foundation and for the transaction of such other business as may come before the body.

4.5.2 Annual Meeting of the Foundation and Foundation Board - The Annual Meeting of the Foundation and Foundation Board shall take place, to the extent possible, in conjunction with the Annual Meeting of the Maryland State Bar Association.

4.5.3 Regular Meetings of the Board: Unless otherwise directed by the Board, regular meetings of the Board shall be held quarterly during each fiscal year at dates, times and places set by the Board at the beginning of each fiscal year (“Regular Meetings”), one of which may be the Annual Meeting of the Foundation Board.

4.5.4 Special Meetings of the Board: Special meetings of the Board may be held at any time at the call of the President or any seven (7) members of the Board (“Special Meetings”), provided there is at least two (2) days written notice.

4.5.5 Notice of Meetings: Notice of regular Board meetings, including the Annual Meeting, shall be in writing and delivered at least 10 days and no more than 30 days before the day of the meeting to all Board members. Notices of special meetings shall state that it is a special meeting being called and may be given orally or in writing at least 48 hours prior to the meeting time. Written notice of meetings may be delivered by electronic transmission. Failure of any member of the Board to respond to notice shall not invalidate the meeting or any action taken at the meeting.

4.5.6 Quorum: A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. Unless otherwise stated herein, any action at a meeting of the Board shall require a majority of the quorum.

4.5.7 Executive Session: At any meeting of the Board, where a quorum is present, the Board may, by a majority vote, decide to enter into an executive session in which only voting Directors and other persons invited by the Board may be present. The

decision to enter executive session shall be recorded in the minutes, and actions taken may be recorded in the minutes. Executive session minutes may be kept separately and confidentially, and need not include the discussion, only actions taken.

4.5.8 Telephone and Electronic Participation: Directors may participate in Board meetings and vote on matters discussed therein, by means of a telephone or video conference telephone or similar communication mode, by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the Director at the meeting.

4.6 *Action Without Meeting*

Action required or permitted to be taken by the Board at a meeting may be taken without a meeting if (1) notice of such action is provided in advance to all Board members, and (2) a unanimous written consent describing the action taken is signed by all of the members of the Board, before or after the action so taken, and filed with the corporate records or the minutes of the proceedings of the Board. Action so taken is effective when the last required member of the Board signs such consent, unless the consent specifies a different effective date. Such consent has the effect of a meeting vote and may be described as such in any document. The consent of a Board member to action taken without meeting may be in electronic form and delivered by electronic means. Consent of the requisite Board members need not appear on one original written consent to action and may appear on duplicate originals or electronic communications.

4.7 *Vacancies*

Should a Director resign, be unable to continue to serve or be removed before the conclusion of their term, any such vacancy on the Board may be filled by the President of the Board with confirmation by a majority of the remaining Board members of the Foundation and ratified by the MSBA BoG

4.8 *Removal*

Any Director may be removed from the Board, with or without the assignment of cause, by a vote of the majority of the remaining Board members. A vote for removal may occur at any Regular or Special Meeting of the Board convened in compliance with these Bylaws, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such a meeting, but no formal hearing procedure need be followed.

4.9 *Resignation*

A Director may resign by submitting a written resignation to the President or to the other Directors, if the resigning Director is the President. Failure of any Director to participate in the activities of the Board of Directors as evidenced by the failure to attend at least ½ of the meetings of the Board of Directors in a twelve month period will be considered an automatic resignation

ARTICLE 5 OFFICERS

5.1. *Officers*

The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer ("Officers").

5.2 *Duties of Officers*

5.2.1 President: The President shall serve as the Chair of the Board, and shall have the power, duties, and responsibilities usually vested in such offices and as may be assigned by these Bylaws, and the Board.

5.2.2 Vice President: The Vice President shall have the powers, duties, and responsibilities usually vested in such office. In the event of the President's absence, resignation, removal, disability or death, the Vice President shall serve as the Chair of the Board, and shall have the power, duties, and responsibilities usually vested in the office as President and as may be assigned by these Bylaws, and the Board.

5.2.3. Secretary: The Secretary shall have the power, duties, and responsibilities usually vested in such office, and as may be assigned by these Bylaws, and the Board. The Secretary shall keep accurate records and minutes of all meetings of the Corporation; make available minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meetings; and maintain the minutes and a current listing, with contact information, of the Directors at the office of the Corporation.

5.2.4 Treasurer: The Treasurer shall have the power, duties, and responsibilities usually vested in such office, and as may be assigned by these Bylaws, and the Board.

The Treasurer shall ensure there is timely and adequate management of financial resources and reporting to enable the Board to monitor the organization's financial resources. The Treasurer shall review monthly or quarterly financial statements and present them to the Board as appropriate. The Treasurer shall advise the Board of any significant financial matters that require action by the Board. If required, the Treasurer shall ensure that the Board engages a qualified auditor for an annual examination of the financial statements.

5.3 *Terms Limits*

An Officer shall serve a one-year term or until such time as their successor has been duly elected and qualified. An Officer may serve up to two (2) consecutive one-year terms in the same elected office, and may not serve for more than six (6) years in any office or role on the Board of Directors.

5.4 *Qualification*

Officers shall not be required to be selected from the existing Board of Directors, but may be elected to an office provided that the prospective officer is or agrees to become a Fellow of the Foundation, as defined in Article 7.1, upon election and no later than three (3) months after beginning their first term as Director.

5.5 *Election*

The Officers of the Foundation shall be elected annually by the Board at the Annual Meeting based on a list of nominations received from the Nominating Committee, as defined in Article 7.2. Once elected, the list of selected officers shall be provided to the MSBA BoG for ratification at its annual meeting or as soon thereafter as practicable.

5.6 *Removal*

Any Officer of the Foundation may be removed by a two-thirds vote of the Board of the Foundation at any Regular Meeting or Special Meeting.

5.7 *Vacancies*

Mid-term Officer vacancies may be filled by the President of the Board with confirmation by a majority of the Board of the Foundation and ratified by the MSBA BoG.

ARTICLE 6
OPERATIONS AND EXECUTIVE DIRECTOR

6.1 *Operational Agent*

The MSBA serves as the Operational Agent of the Foundation, and supplies the Foundation with an Executive Director and other staff as needed to carry out the Mission and Purpose of the Foundation.

6.2 *Powers & Duties*

The MSBA Executive Director or their designee shall serve as the Executive Director of the Foundation, and shall carry out the day-to-day operations of the Foundation, including but not limited to:

6.2.1 Working with the President of the Foundation to execute the vision and direction of the Board;

6.2.2 Retaining and supervising any staff assigned to the work of the Foundation;

6.2.3 Executing or authorizing the execution of any contracts on behalf of the Foundation at the direction of, or consistent with the action taken by the Board, as well as all governing operational policies or procedures of the Foundation.;

6.2.4 Supporting the Board by preparing and issuing notices of all meetings of the Board, and preparing agendas and reports for said meetings;

6.2.5 Managing and supervising staff and independent professionals responsible for accounting, financials, record keeping and annual audits; and

6.2.6 All other such duties assigned by the Board and/or necessary to carry out the Mission and Purpose of the Foundation.

6.3 Except when the Board is meeting in executive session, the Operational Agent shall attend and participate in meetings of the Board and of committees as staff to the Board and the committees but shall not be entitled to a vote.

6.4 *Compensation*

Compensation to the MSBA for its service as the Operational Agent of the Foundation shall be approved by the Board. The specific services and compensation shall be reflected in a written agreement between the Foundation and the MSBA.

ARTICLE 7 COMMITTEES

7.1 *Standing Committees.*

The Foundation shall have the following standing committees: 1) Fellows Committee, 2) Nominating Committee, and 3) Grants Committee. Members of the Committees may, but are not required to be, members of the Board, and must be Fellows of the Foundation as outlined in Section 7.1.1a.

7.1.1 Fellows Committee:

- a. Fellowship: Becoming a Fellow of the Foundation is a professional honor and distinction, and a recognition of the individual's dedication and contribution to maintaining the honor and integrity of the legal profession, the improvement and facilitation of the administration of justice, or leadership in the legal profession or community. The term "Fellow" or "Fellows" of the Foundation, as utilized throughout these Bylaws, shall be defined as those attorneys nominated from time to time to become Fellows and who have accepted said nomination by making a contribution to the Foundation. The Foundation shall strive to have Fellows who are reflective of the full breadth of diversity in the practice and community, including race, gender, economic status, age, subject matter expertise, interest area, as well as the demographic and geographic diversity of the Maryland legal community.
- b. The Fellows Committee is charged with maintaining and coordinating the nomination and financial contributions of the Fellows of the Foundation. In addition, the Fellows Committee is charged with the ceremonial induction of new Fellows at the Annual Meeting of the Foundation, and recognizing and promoting Fellows of the Foundation through various awards and other

recognition as they may deem appropriate. The Fellows Committee may adopt policies and procedures that are not inconsistent with the Foundation Bylaws, subject to the approval of the Foundation Board.

- c. **Composition:** The Fellows Committee shall consist of a Chair and Vice-Chair appointed by the President of the Board along with no more than fifteen (15) at-large Fellows of the Foundation appointed by the President of the Board in consultation with Chair and Vice-Chair of the Fellows Committee. The Fellows Committee should reflect the full breadth of diversity in the practice and community, including race, gender, economic status, age, subject matter expertise, interest area, as well as the demographic and geographic diversity of the Maryland legal community.
- d. **Terms & Tenure:** The Chair and Vice-Chair shall be appointed at the beginning of each fiscal year, and shall serve one-year terms, and may not serve more than one term in the same role. At-large committee members shall serve two-year terms. For continuity, the terms of the at-large committee members shall be staggered, such that the President of the Board appoints no more than half of the available at-large member seats at the beginning of each fiscal year. No Fellow of the Foundation shall serve more than six (6) total years on the Fellows Committee, as an officer or At-large.

7.1.2 Nominating Committee:

- a. The Nominating Committee is charged with the continuous recruitment of Board members and officers. As part of its work, the Nominating Committee shall adhere to the Foundation's goal of retaining a Board that is reflective of the full breadth of diversity of the Maryland legal community and include members from various geographic regions around the State and various sectors of the profession. Each April, the Nominating Committee shall deliver nominations for upcoming vacancies for Board members and Officers to the MSBA BoG and Board of the Foundation.
- b. The Nominating Committee shall undertake the following responsibilities:
 - i. Identifying and recruiting qualified individuals to be nominated to serve on the Board who reflect the full breadth of diversity in the practice and community, including race, gender, economic status,

age, subject matter expertise, interest area, as well as the demographic and geographic diversity of the Maryland legal community.

- ii. Orienting new board members to the Board
- iii. Ongoing Board development and leadership development

- c. **Composition:** The Nominating Committee shall be chaired by the Vice-President of the Foundation and include the Chair of the Fellows Committee and no more than nine (9) at-large members composed from Fellows of the Foundation and appointed by the President of the Foundation. The Nominating Committee should include representatives from different practices (private, in-house, public service, etc.) and should include Fellows from various geographic regions within the state.
- d. **Terms:** At-large members of the Nominating Committee shall serve two-year terms. For continuity, the terms of the Nominating Committee members shall be staggered, such that no more than half of the available at-large member seats are appointed in any given year.

7.1.3 Grants Committee.

a. The Grants Committee shall be charged with administration of the grant making process for the Foundation, including reviewing grant applications and making recommendations to the Board as to grants that should be awarded.

b. **Composition:** The Grants Committee shall consist of a Chair appointed by the President at the beginning of each fiscal year, and no more than ten (10) at-large members composed from Fellows of the Foundation and appointed by the President of the Foundation.

c. **Terms:** The Chair and Vice-Chair of the Grants Committee shall serve one-year terms. For continuity, the terms of the Grants Committee members shall be staggered, such that no more than half of the available at-large member seats are appointed in any given year.

7.2 *Appointment of Committees*

Except as otherwise provided by these Bylaws and consistent with any policies established by the Board, the President shall appoint the Chair of each committee and shall appoint members to fill vacancies on any committee occurring at the beginning of their term as President.

7.3 *Term, Tenure & Leadership Limits*

Unless otherwise provided in these Bylaws, committee members, including Chairs and Vice-Chairs, may not serve more than two consecutive terms and shall serve no more than six (6) total years on any one committee. Unless otherwise provided in these Bylaws, committee members may not serve on more than two (2) committees at any given time.

7.4 *Establishment of Committees*

Except for those standing committees set forth in these Bylaws, the President or a majority of the Board may create, divide, combine, or dissolve such other committees as necessary to assist in the carrying out of the Foundation's Mission and Purpose.

ARTICLE 8 GENERAL PROVISIONS

8.1 *Amendments*

Upon recommendation by the Board of the Foundation or the Members, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted at the Annual Meeting or any Special Meeting by a two-thirds (2/3) vote of the Members, as defined in Article 2, provided that at least ten (10) days written notice is given of the intention to alter, amend, repeal or adopt new bylaws at such meeting.

8.2 *Fiscal year*

The fiscal year of the Foundation shall be from July 1st to June 30th.

8.3 *Notice & Waiver of Notice*

Any notice required or permitted to be given in writing by the Foundation may be delivered by hand, United States Postal Service, nationally recognized courier, electronic mail, facsimile, or other electronic means used in the Foundation's ordinary course of business. A waiver provided by the person or persons entitled to such notice through any

of the foregoing means, whether before or after the time stated in the notice, shall be equivalent to the giving of such notice.

8.4 *Indemnification*

Any person who at any time serves or has served as a member of the Board, officer, employee, agent, or committee member of the Foundation, or in such capacity at the request of the Foundation for any other corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the Foundation to the fullest extent permitted by law against (1) reasonable expenses, including attorney fees, actually and necessarily incurred by that person in connection with any threatened, pending, or completed action, suit, or proceeding on behalf of, or at the request of, the Foundation, seeking to hold that person liable by reason of the fact that he or she was acting in such capacity; and (2) reasonable payments made by that person in satisfaction of any judgment, money decree, fine, penalty, or settlement for which he or she may have become liable in any such action, suit, or proceeding. In no event, however, shall there be any indemnification when the Foundation itself brings any of the above proceedings upon specific authorization of the Board, or if any of the above proceedings result from the intentional tortious conduct and/or sole gross negligence of an indemnified party, unless the Board specifically determines indemnification to be appropriate.

The Board shall take all such action as may be necessary and appropriate to authorize the Foundation to pay the indemnification required by this Article, including, without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due.

8.5 *Conflict of Interest*

The Board shall adopt a conflict of interest policy that covers board members, staff members, and volunteers with significant decision making authority with respect to the resources of the organization. The conflict of interest policy should identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and should provide for review of individual transactions by the uninvolved Directors. Approval by the disinterested Directors shall be by vote of a majority of Directors in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of Directors in attendance. The policy should also require that the minutes of the meeting

shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party.

8.6 *Compensation*

The Directors of the Corporation shall serve without compensation. Directors may be reimbursed for pre-approved expenses reasonably incurred on behalf of the Corporation. Nothing in this paragraph is intended to preclude a Director from receiving compensation for their service to the Corporation in some other capacity, provided the transaction is consistent with the organization's conflict of interest policy and these Bylaws.

8.7 *Non-Discrimination*

The Corporation shall not discriminate against any person on the basis of age, marital status, sex (including pregnancy, childbirth, and related medical conditions), race, color, national origin, citizenship status, ethnicity, sexual orientation, gender identity, disability: physical or mental, genetic information, or political or religious opinion or affiliation in any of its policies, procedures or practices.

8.8 *Corporate 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, and all committees, and shall keep at the principal office of the Corporation a record of the names and addresses of the Directors as well as its Articles of Incorporation, Bylaws, and board approved policies. The Corporation shall make available to the public its application to the IRS for tax exempt status, its IRS determination letter, and its three most recently filed IRS Form 990s. Upon written request, all books and records of the Corporation may be inspected by any Director within three (3) business days of receipt of a request to do so.

8.9 *Dissolution*

The Corporation may be dissolved by a two-thirds (2/3) vote of the Members, provided that notice of the proposed dissolution has been submitted to the Members in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution, and at the direction of the Members, the Members shall dispose of all of the net assets of the Corporation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any remaining assets

not disposed of by the Members shall be disposed of by the Circuit Court in the Maryland jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.

ARTICLE 9 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.”

NOTE

For the Articles of Incorporation of the MarylandBar 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 email. 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, an 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 \$1,000.00 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. REMOVAL OR SUSPENSION OF FELLOWS. Fellows, Life Fellows, and Honorary Fellows, may be removed or suspended by the affirmative vote of a majority of the Board of Directors of the Foundation at any meeting for the following reasons:

(a) Disbarment from the practice of law by the Court of Appeals of Maryland shall be grounds for automatic removal from the list of Fellows of the Foundation.

(b) Non-payment of fees set forth in Sections 4 and 5 above shall be grounds for suspension of status as a Fellow provided an accounting and notice of fees due is mailed to Fellows and said fees are not paid within six (6) months of the date of said notice. Fellows who remain in delinquent status will be placed on a suspension list and removed from the public list of Fellows of the Foundation. Bills will be sent annually thereafter and, upon payment in full, a Fellow's status will be reinstated with full benefits of membership.

(c) Fellows who indicate that they no longer wish to be a Fellow will be removed upon written request. Should a former Fellow desire to renew their

status, they must be re-nominated and contribute according to the terms set forth in Sections 4 and 5 of these By-Laws..

Section 8. 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**