

BYLAWS
OF THE
THE TOLLAND COUNTY BAR ASSOCIATION, INC.
Adopted _____, 2014

ARTICLE I Name, Offices

Section 1. Name. This association shall be called “**THE TOLLAND COUNTY BAR ASSOCIATION, INC.**” Hereafter, “Association” or “TCBA” shall reference **THE TOLLAND COUNTY BAR ASSOCIATION, INC.**

Section 2. Offices. The principal office of said corporation shall be at such place in the County of Tolland in the State of Connecticut as the Officers shall from time to time designate, but in the absence of a specifically designated location then at 69 Brooklyn Street, Rockville, Connecticut.

ARTICLE II – Purposes, Non-Profit Corporation

Section 1. Purposes. The purposes of this corporation shall be to advance the science of jurisprudence; to facilitate the administration of justice; to assist in the improvements of the judicial system of the State of Connecticut and within the County of Tolland; to uphold and improve the profession and educational standards of the legal profession; to assist in employing the abilities of the legal profession for the general good of the public; to encourage cordial relations amongst members of the Bar; and to cooperate with other bar associations of the State of Connecticut and the nation in furtherance of the purposes of the corporation.

Section 2. Non-Profit.

(a) This corporation is a non-profit corporation organized under the Nonstock Corporation Act of the Connecticut General Statutes, as amended, and as such it shall not have or issue shares of stock or pay any dividends.

(b) No part of the earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual (except that reasonable expenses may be reimbursed for services rendered to or for the corporation in effecting one or more of its stated purposes), and no member, or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. Notwithstanding any other provision of these bylaws, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization tax exempt as described in Section 501(c)(6) of the Internal Revenue Code of 1954, as amended from time to time. This corporation shall have perpetual existence, but in the event of its dissolution or

liquidation all of its assets, of whatever nature, shall be distributed to the Connecticut Bar Association, Incorporated, or if it is no longer in existence, to another organization with similar purposes, to be used exclusively for the purposes set forth in Article II, Section 1 above.

ARTICLE III - Members

Section 1. Classes. The corporation shall have three classes of members, designated as Regular Members, Honorary Members and Associate Members.

Section 2. Regular Members. Regular membership in the corporation shall be limited to persons who are admitted as attorneys to practice before the several courts of the State of Connecticut, and who maintain such status in good standing and who are not removed from membership pursuant to these Bylaws.

Section 3. Honorary Members. Honorary membership in the corporation shall be limited to i) judges or justices of the courts of the State of Connecticut or of the United States who reside in or have an office in the State of Connecticut; and ii) persons who were Regular Members of the Association for at least ten (10) years who have retired from the practice of law.

Section 4. Associate Members. Associate membership in the corporation shall be limited to (i) persons who are law students in good standing in law schools which are accredited by the American Bar Association, and (ii) other persons who are employed in a capacity related to the practice of law who meet such qualifications as shall be established from time to time by the Officers of the corporation, such as court staff and law office staff. The Officers may establish different categories of Associate Members.

Section 5. Admission. The initial Regular Members of the corporation shall be those who are admitted as attorneys to practice before the courts of the State of Connecticut and who are members in good standing of the Tolland County Bar Association, an unincorporated association, at the time of the organization meeting of this corporation. The initial Honorary Members of this corporation shall be those persons who are judges or justices of the courts of the State of Connecticut or the United States at the time of the organization meeting of this corporation, who preside over any of the courts in Tolland County. Thereafter, any qualified person may become a Regular Member or Honorary Member of this corporation upon approval by the Officers or a Membership Committee (if one is established from time to time) of the person's ("Applicant's") application for membership submitted on a membership application form approved by the Officers and upon payment of dues provided for in Article VIII hereof or upon waiver of payment as provided for therein. The Secretary of the corporation shall admit to Honorary Membership each person qualifying therefor upon request by such person.

Any qualified person may become an Associate Member of this corporation upon approval by the Officers or Membership Committee of his or her application for

membership submitted on a membership application form approved by the Officers and payment of such dues as may be applicable under Article VII hereof.

Section 6. Voting and Other Rights. Each Regular Member of the corporation in good standing shall be entitled to one vote on each matter submitted to members for action and shall be eligible for election as an Officer. Honorary Members and Associate Members shall not be entitled to vote on any matter which may come before the corporation for vote, but they may be eligible to serve on Committees if approved by the Officers. The corporation shall not levy dues or assessments on Honorary Members. Except as set forth herein, and in Article VIII with respect to dues and assessments, Regular, Honorary and Associate Members shall have equal rights and privileges.

ARTICLE IV – Meetings of Members

Section 1. Place of Meetings. All meetings of the members shall be held at the principal office of the corporation or at such other place within the State of Connecticut as from time to time may be designated by the Officers.

Section 2. Annual Meetings. The Annual Meeting of the members shall be held during the month of March in each year, at such time and place as shall be designated by the Officers. At the Annual Meeting Officers shall be elected and such other business as may properly come before such meetings shall be transacted. If the Annual Meeting of Members is not held as herein prescribed, the election of Officers may be held at any meeting thereafter called pursuant to these bylaws or otherwise lawfully held.

Section 2(a). Regular Meetings. Regular meetings of the Association shall be at such time and place, and at such intervals as the Executive Committee (if in operation) or in the alternative the Officers may from time to time decide.

Section 3. Special Meetings. Special meetings of the members shall be called by the President whenever, in his or her opinion, such meeting shall be necessary, or by the President or another officer on the written request of at least eleven members in good standing, submitted to the President and Secretary, which request shall state the purpose for which the special meeting is requested. If the President or another officer does not call such a special meeting within fifteen days after the filing of such a request, the Officer(s) or member(s) who filed the request may call the special meeting.

Section 4. Notice of Meetings. Written notice of each meeting of members shall be given by or at the direction of the President or Secretary or the Officers or members calling the meeting to each member by transmitting said notice to the members via email (or otherwise in writing) to the address on file with the Secretary of the corporation, not less than seven (7) days nor more than sixty days before the date of the meeting. Each notice of a meeting of members shall state the place, day and hour of the meeting. The

general purposes for which a special or general meeting is called shall be stated in the notice thereof.

Section 5. Business Conducted at Meetings. At special meetings of the members no business other than that stated in the notice thereof shall be transacted. At any Annual Meeting or general meeting of members, any matter relating to the affairs of the corporation may be brought up for action, provided, that unless stated in a written notice of the meeting, no bylaw may be brought up for adoption, amendment or repeal and no matter, other than the election of Officers at an Annual Meeting, may be brought up which expressly requires the vote of members pursuant to these bylaws or the statutes of the State of Connecticut.

Section 6. Quorum. Eleven Regular Members in good standing shall constitute a quorum for the transaction of business at any meeting of members.

ARTICLE V - Directors

Section 1. Powers. The corporation may from time to time establish a Board of Directors to manage and control the property, business and affairs of the corporation. The Board of Directors may be established by a vote of Regular Members sufficient to constitute two-thirds (2/3) of the total number of Regular Members.

ARTICLE VI. Officers and Their Duties

Section 1. Officers. The officers of the corporation shall be a President, a Vice President, the Immediate Past President, a Secretary and a Treasurer who shall be (except for the Immediate Past President) elected by the members, which vote shall require a majority of a quorum (per Article IV, Section 6). The officers (except for the Immediate Past President) shall be elected by the Regular Members at each Annual Meeting to serve until the next annual meeting of members or until their successors have been elected and qualified in their stead, provided, however that the President shall automatically succeed to the office of Immediate Past President. No more than one such office may be held at any one time by the same person. The duties of the officers of the corporation shall be such as are prescribed by these Bylaws and as may be prescribed by a Board of Directors. The President, Vice-President, Immediate Past-President, Secretary and Treasurer shall be Voting Ex-Officio Directors of the corporation and they may abstain from voting, but unless these by-laws constrain them otherwise the rights they are afforded is the same as other members, including debate, formal motions, and voting.

Section 2. President. The President shall be the chief executive officer of the corporation and shall have, subject to the direction and control of a Board of Directors if so instituted, the general control and management of the business and affairs of the corporation, and such powers, authority and duties as are customary for such office. He or she shall act as

Chairman of the Board of Directors if a board is instituted, and he or she shall preside at all meetings of the Board of Directors and of the members of the corporation. The president shall be an ex-officio Member of all committees of the Association.

Section 3. Immediate Past President. The person elected to the office of the President shall, upon completion of his or her one year term as President, serve an additional one year term as the Immediate Past President. He or she shall perform such duties as may from time to time be assigned to him or her by the Board of Directors if one is established. In addition to the Immediate Past President, each other person who has been elected to the office of President shall, after completing his or her term as Immediate Past President, during his or her lifetime, be a Past President.

Section 4. President Elect. The corporation may from time to time establish the position of President Elect and assign duties thereto by a vote of a majority of members at an Annual Meeting.

Section 4(a). Vice-President. In the absence of the President the Vice-President shall act as Chairman of the Board of Directors if a board is so established, and he or she shall preside at all meetings of the Board of Directors and of the members of the corporation at any meeting in the absence of the President. If there is a vacancy in the Office of President, the Vice President shall become President and shall remain as President for the remainder of the unexpired term, and the Vice-President position shall be filled at a special meeting as soon as practicable.

Section 5. Secretary. The Secretary shall record and retain the minutes of the proceedings of all meetings of the Board of Directors if established, and meetings of members, and shall issue all notices required by law or by these bylaws, and shall discharge all other duties required of such officer by law, by delegation from time to time by the Board of Directors or the President, or as are incident to the office of Secretary. He or she shall maintain a list of all members and shall have the custody of the seal of the corporation and all books, records and papers of this corporation, except such as shall be in the charge of the Treasurer or of some other person authorized to have custody and possession thereof by a resolution of the Board of Directors of Officers. Custody of the records and papers of the corporation by the Secretary, shall include the authority and obligation jointly with the President, to maintain usernames and passwords for online accounts including but not limited to email accounts, web-site, calendars, and professional / social networking accounts (i.e. LinkedIn or facebook if so utilized by the Association).

Section 6. Treasurer. The Treasurer shall collect dues, have charge and custody of and be responsible for all funds and securities of this corporation, keep full and accurate accounts of receipts and disbursements of this corporation, deposit all monies and valuable effects in the name and to the credit of this corporation in depositories designated by the Officers, sign all checks and in general perform such other duties as may from time to time be assigned to him or her by the Board of Directors if Established,

by the Officers or by the President or as are incident to the office of Treasurer. He or she shall report on the fiscal affairs of the corporation to the Officers and shall present a detailed financial report to the Annual Meeting of Members.

Section 7. Terms of Office. Except otherwise as stated herein, each of such officers shall serve for the term of one (1) year and until his or her successor is duly appointed and qualified. Vacancies among the officers shall be filled as soon as practical at a Special Meeting for the unexpired term.

ARTICLE VII – Nominating Committee

Section 1. Any member may nominate another member or members, not later than March 1 of each year, to serve as members of the Board of Directors if a board is so established, or to serve as an Officer. All nominations shall be voted on at the Annual Meeting of Members.

ARTICLE VIII - Dues

Section 1. Honorary Members. The corporation shall not levy dues or assessments on Honorary Members.

Section 2. Regular Members. The corporation may levy dues and/or assessments upon the Regular Members. The Officers shall have the authority to set dues and assessments for Regular members and to modify the same from time to time (ii) to waive the payment of dues and/or assessments by Regular Members on active service in the armed forces of the United States, (iii) to set dues and/or assessments at reduced levels for Regular Members in their initial year of membership, (iv) to set the level of dues and/or assessments at reduced levels for Regular Members who are employed full time by a federal, state or local government or a department, agency or instrumentality thereof,

Section 3. Associate Members. The corporation may levy dues upon the Associate Members. The Board of Directors if established, or alternatively the Officers, shall have the authority to set dues for Associate Members and to modify the same from time to time, to set dues for Associate Members at different levels from those for Regular Members, and to set dues at different levels for Associate Members depending upon years of admission to practice. The Board of Directors if established, or alternatively the Officers, shall also have the authority, in its discretion, (i) to waive the payment of dues by Associate Members on active service in the armed forces of the United States, (ii) to set dues at reduced levels for Associate Members in their initial year of membership, (iii) to set dues at different levels for different categories of Associate Members, and (iv) to waive the payment of dues by Associate Members for other good cause shown.

ARTICLE IX – Ethics Committee Censure, Suspension or Expulsion of Members

Section 1. The Board of Directors if established, or alternatively the Officers may appoint an Ethics Committee, composed of at least five members, one of whom shall be a member of the Board of Directors (if so established). The Ethics Committee shall be responsible for handling ethical matters relating to the corporation and its members and shall have the authority to receive complaints and conduct investigations concerning alleged violations of the Rules of Professional Conduct by members of the corporation. The Ethics Committee shall have the authority to conduct hearings on such matters in accordance with rules which shall be adopted by it to ensure fairness to all parties, and to refer matters to the appropriate grievance committee appointed by the judges of the Superior Court when in the judgment of the Ethics Committee such action is appropriate.

Section 2. The Ethics Committee may, after investigation and hearing in accordance with its rules, and for good cause shown, make recommendations to the Board of Directors if established, or alternatively to the Officers, for the censure, suspension or expulsion of members of the corporation. The Board of Directors shall have the authority to censure, suspend or expel members after deliberation on such recommendations. Any suspension or disbarment by any Court of any member of this corporation shall operate automatically to suspend or expel such member from this corporation. If the period of suspension or disbarment by the court is for a defined limited period, the member shall be suspended from the corporation for the duration of such period, and membership in the corporation shall resume upon expiration thereof. If the period of suspension or disbarment is indefinite, the member shall be permanently expelled from membership in the corporation and shall be required to reapply for membership in the corporation when the qualifications for membership are again met. Failure to pay the membership dues provided for under Article VIII hereof after due notice shall also result in termination of membership. All interest in the property of the corporation of persons resigning or otherwise ceasing to be members shall remain with and vest in the corporation.

Section 3. Any member may be suspended or expelled by a vote of two-thirds of the members at a Special Meeting duly noticed and held for that purpose for misconduct in the member's relation to the association or to the profession after reasonable notice and opportunity to be heard, even if an Ethics Committee is not appointed.

ARTICLE X – Miscellaneous Provisions

Section 1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of March.

Section 2. Rules for Meeting. These bylaws and the current edition of Robert's Rules of Order, Newly Revised, shall govern the conduct of all meetings of Members and of the Board of Directors, and of any committee of the corporation. If there is a conflict between these bylaws and the current edition of Robert's Rules of Order, Newly Revised, then these bylaws will control.

Section 3. Audit Committee. A majority vote of the Regular Members, or a majority vote of the Officers, may cause the appointment of two members as an Audit Committee, whose duty shall be to examine the books, records and accounts of the corporation. Said Committee shall have the right and privilege to engage the services of any accountant they deem necessary to aid and assist them in such audit. They shall report the result of their audit at the next Annual Meeting of the members of the corporation, or at a Special Meeting.

Section 4. Amendment.

(a) These bylaws may be altered or amended or repealed by an affirmative vote of two-thirds of the Regular Members of the corporation present and voting at any meeting of the members at which a quorum is present and for which written notice of the meeting setting forth the proposed amendment has been furnished to each member not less than ten nor more than sixty days before the meeting, provided that such amendment shall be proposed by the Board of Directors (if one is so established) or by the signed petition of eleven Regular Members.

(b) No amendment to the bylaws shall be effective which shall adversely affect the status of the corporation as a tax-exempt organization described in Section 501(c)(6) of the Internal Revenue Code.

Section 5. County Bar. The officers and Board of Directors (if established) of the corporation shall be officers and Executive Committee, respectively, of the Tolland County Bar, if and to the extent provided for by the rules of the Superior Court or by statute, and shall perform such duties as may be prescribed there under.