

**CONSTITUTION AND BY-LAWS OF
THE MOUND CITY BAR ASSOCIATION**
(as amended, June 28, 2017)

**ARTICLE I NAME
AND PURPOSE**

Section 1: Name

This Association shall be known as the "MOUND CITY BAR ASSOCIATION", hereinafter referred to as the Association, chartered as a not-for-profit organization under the laws of the State of Missouri.

Section 2: Purpose

The objectives of the Association shall be to advance the professional interests of its members; to improve the administration of justice; to uphold the honor of the legal profession; to promote the professional development of Black attorneys; support the legal education of Black law students; and to provide service to the community.

**ARTICLE II
MEMBERSHIP**

Section 1: Qualification

Any lawyer who is in good standing before the Bar of any state or territory of the United States or of the District of Columbia may become a Regular member of this Association upon receipt of application in due form and upon receipt of the current year's dues. The Treasurer shall issue a membership card to applicants who satisfy the provisions of this section. The period of annual membership shall begin July 1, and end June 30 of the next calendar year. Membership may be renewed annually by any lawyer in good standing as provided above, by payment of the current year's dues. No additional application is required for membership renewal.

Section 2: Associate Membership

Any person who is a student at any law school accredited by the American Bar Association may become an associate member of this Association upon filing an application in due form and payment of the current year's dues.

Any person who has graduated from an accredited law school of any state or territory of the United States or District of Columbia or any person holding a degree or certificate from any

college, university or accredited institute in paralegal training or any law student enrolled at a law school not accredited by the American Bar Association may become an Associate member upon payment of the current year's dues.

Associate members shall enjoy all rights and privileges of general membership in the Association except the right to vote on matters and issues brought before the Association, to hold offices and to chair Committees.

Section 3: Termination or Suspension of Membership

A member may resign at any time from the Association by submitting a letter of resignation to the Association. If a member has been suspended or disbarred or has ceased to be a member of any Bar, he/she ceases to be a regular member of the Association. For good cause, any member may be censured, suspended, or terminated from membership upon vote of the Executive Committee. A person's interest in the property of the Association ceases upon termination of membership.

**ARTICLE III
ASSOCIATION OFFICERS**

Section 1: Association Officers

The elected officers of the Association shall be a President, President-Elect, Vice- President, Recording Secretary, Corresponding Secretary, Treasurer and Historian. All of the above officers shall be elected for a one-year term by a majority vote of the Association in good financial standing.

Section 2: Duties of the President

The President of the Association shall serve as Chairman of the Executive Committee and he/she shall have general administrative responsibility for the Association. He/She shall be responsible for the appointment of members who are in good standing to the committees as outlined in Article IV and also to the other committees and the Office of Parliamentarian upon ratification by the Executive Board. The President shall coordinate the activities of the other officers and the Chairpersons of the various committees. The President shall also perform such other duties as are specified in the Constitution and By-laws of the Association, and as are usually associated with the office.

In matters relating to an official position of the Association, the President, in consultation with the Executive Committee, when time permits, shall be the spokesperson of the Association. The President may designate another financial member of the Association to act as spokesperson, and such designation shall be in writing, addressed to the designee, and assigned by the President. Any other officer or member who has not been so designated shall preface his/her

communication with a disclaimer. Nothing herein shall be construed to limit the delegated duties of the Standing Committee.

Section 3: Duties of the President-Elect

The President-Elect shall prepare and maintain records of all activities of the MCBA. He/She shall serve as the program chairman and will be responsible for organizing the programming of speakers for the monthly meetings of the Association. He/She shall perform such other duties as the President or Executive Committee may assign. The President-Elect shall succeed to the office of President after the President has served his/her term.

The ***President-Elect*** of the Association shall be responsible for making any and all corporate filings upon assuming office and shall be responsible for assuring that the Association is in good standing with the Secretary of State's Office and any other local, state, or federal office in which corporate filings are to be made.

The President-Elect shall serve as the registered agent for notification and service of all papers and documents by the Secretary of State, of the State of Missouri.

Section 4: Duties of the Vice-President

The Vice-President shall perform the duties of the President when the President is disabled from performing his/her duties or is absent from meetings where he/she would preside. He/She shall be charged with coordinating the committee appointment process, planning and directing periodic open forum programs and organizing and presenting continuing legal education seminars at least four times each calendar year, sponsored for the information and education of the Association membership.

Section 5: Duties of the Recording Secretary

The Recording Secretary shall keep a true record of all meetings of the Association, the Executive Committee and all special sessions of the Association. The Recording Secretary shall be the official custodian of all the books, papers, lectures, and documents of the Association. The Recording Secretary shall be the official custodian of all meeting minutes for the Association. The Recording Secretary shall be responsible for keeping, maintaining and updating the policies and procedures of the Association.

Section 6: Duties of the Corresponding Secretary

The Corresponding Secretary shall have the general responsibility for communications of the Association. The Corresponding Secretary shall maintain all correspondence for the Association as well as that directed by the President. The Corresponding Secretary shall be responsible for notifying the membership of Association meetings. In addition, the Corresponding Secretary shall be responsible for editing and maintaining any and all information on the website and keeping the website current. The website shall be monitored for updates and/or editions at a minimum every thirty (30) days or frequently as deemed necessary.

Section 7: Duties of the Treasurer and Financial Secretary

The Treasurer and Financial Secretary shall maintain a record of the fiscal affairs of the Association and shall process all vouchers for payment out of Association funds. The Treasurer shall be the custodian of all monies, securities, deeds, and notes of the Association and bequests to the Association, subject to the direction of Association members, and shall disburse all monies according to the provisions of the By-laws and the Constitution.

The Financial Secretary shall also maintain written quarterly reports of the finances of the Association, which shall be presented to the Executive Committee and the membership. Two signatures shall be required at all times on all drafts or checks for the disbursement of Association monies.

The Treasurer shall be responsible for making sure that the associate files an annual tax report with the local and federal taxing authorities and is in compliance with said taxing authorities.

Section 8: Duties of the Parliamentarian

The Parliamentarian shall answer all questions regarding the proper conduct of the meetings. Roberts' Rules of Order, as revised shall be the guide of this Association in all its deliberations.

Section 9: Duties of the Historian

The Historian shall have the responsibility of maintaining a pictorial and written history of the Mound City Bar Association. The Historian shall be the official custodian of all the books, papers, lectures, and documents of the Association. The Historian shall also serve as the Chair of the Black History Month Committee.

Section 10: Vacancy in an Office of the Association

The Vice-President shall succeed the President if the President dies, resigns or is unable to serve in his/her elected capacity. If any other officer dies, resigns or is unable to serve in his/her elected capacity then that vacated position will be filled by election of the Executive Committee by a majority vote.

Section 11: Officers' Record Keeping

Every duly elected officer and committee chairpersons of the Association shall keep a legible detailed record of his/her performance, correspondence, and other pertinent information and data relative to his/her official duties for the Association. The record shall be kept in loose-leaf or bound volume and in chronological order. The record shall be physically delivered to the next succeeding officer of the respective offices within thirty (30) days after the term of the record keeping officer or chairperson has expired.

Section 12: Removal of an Executive Board Member

Any member of the Executive Board, whether elected or appointed, shall be removed from office if they fail to attend two (2) consecutive Executive Board and/or General Body meetings in one bar year without a reasonable excuse. The board member will be deemed to have abandoned their office and will be immediately be removed from the Executive Board. Unless physically impossible, a reasonable excuse must be given to the President or their representative prior to said meeting.

ARTICLE IV THE EXECUTIVE COMMITTEE

Section 1: Membership

The Executive Committee shall consist of the Immediate Past-President, the elected officers of the Association as defined by Article III, the Parliamentarian and the Chairperson of each standing committee, as defined by the By-laws. The Executive Committee shall also consist of two members-at-large of the Association elected for a term of one year. At least one of the members-at-large elected to the Executive Committee shall have been licensed to practice for at least ten years.

Section 2: Meetings

The Executive Committee shall meet at least one time per month and may hold special meetings at the call of the President. The Executive Committee shall have all the powers of the Association when the Association is not in session except for the election of officers. The Executive Committee shall conduct the day-to-day affairs of the Association and shall make a written report of its activities to the Association at each monthly meeting.

ARTICLE V STANDING COMMITTEES

Section 1:

Immediately upon election of the officers of the Association the President of the Association shall appoint the following Committees: Membership, Community Education Program, Constitution and By-laws, Professional Development, Community Affairs, Budget and Finance, Law Student Education, and such other committees as may be necessary for the proper conduct and dispatch of business of the Association.

Section 1.1: Community Affairs Committee

Community Affairs Committee. The purposes of the Community Affairs Committee shall be to interact positively with the community for its betterment. The Committee shall initiate law-related community education programs and advocacy programs. The Committee

shall have responsibility for public relations and obtaining publicity and recognition in the community for activities of the Association and noteworthy achievements of individual members of the Association.

Section 1.2: Community Education Program Committee

Law-related community education programs may include appearances on the radio, television and other media by Association members to discuss, debate, or speak about pertinent topics of the law; establishment of a Speakers Bureau comprised of Association members to provide speakers upon request to educational, civic, and professional organization and groups in the community on a variety of topics in the law; and establishment of a phone-a-thon program whereby citizens may obtain free legal consultation.

Community advocacy programs may include the issuance of position papers/statements/press releases periodically in the name of, and on behalf of, the Association on appropriate issues impacting the community; filing amicus curiae briefs in appropriate cases pending before the courts; and appearance before legislative committees and administrative agencies to advocate on behalf of and in the name of the Association.

Section 1.3: Budget and Finance Committee

The members of the Budget and Finance Committee shall be the Association's Treasurer as chairperson, and such other financial members of the Association selected by the President.

The Budget and Finance Committee shall organize and implement the disbursement of Association monies through the budget process. Every officer and committee chairperson shall submit an annual budget to the Budget and Finance Committee for his/her respective office or committee within a time period specified by the Association's Executive Committee. The Budget and Finance Committee shall then submit the proposed budgets to the Association's general membership for approval or rejection in accordance with the Association's Constitution and By-Laws. A proposed budget shall be presented for approval or rejection at the next Association's general membership meeting after the budget is submitted to the Budget and Finance Committee. Budgets not submitted to the general membership in accordance with this provision shall be not deemed approved for expenditures made pursuant to the items detailed in the budget, from the time the budget should have been submitted to the time the budget is actually presented and voted on by the general membership. Nothing herein prohibits the general membership from revising approved budgets upon proper submission of such revisions to the Budget and Finance Committee in accordance with this provision.

The Budget and Finance Committee shall made recommendations from time to time to the general membership on the investment of Association monies and the deposit of such monies in banking institutions. Upon approval by the general membership of any investments or bank deposits, the Treasurer shall make such investments and/or deposits in the name of the Association and give written monthly status reports on such transactions to the general membership at the Association's monthly general membership meeting. Such reports shall comply with generally accepted accounting principles. Nothing herein prohibits the President from requiring the Budget and Finance Committee to make monthly financial reports to the Association's Executive Committee at its regular meetings.

Section 1.4: Law Student Education Committee

The Law Student Education Committee shall serve as a liaison between the Black Law Students Association chapters in Missouri and the Mound City Bar Association. A committee representative shall meet at least once each year with the Black Law Students Associations at St. Louis University, Washington University in St. Louis, and the University of Missouri-Columbia. This committee must regularly report to the Association about any requests for support received from the law students or determined by the committee necessary to be addressed. Every two years starting in the 2010-2011 bar year, the Committee shall implement a biennial study of minority alumni from the above mentioned law schools to determine whether diversity strategies implemented by the law schools and the Mound City Bar Association are positively impacting the recruitment, retention, and success of minority law students. The Committee shall also host professional development seminars at least once a year for law students.

Section 1.5: Membership Committee

Membership Committee. The Membership Committee shall be responsible for working to increase the membership of the Association through membership campaigns directed at the law schools in the St. Louis Metropolitan area; innovative and attractive advertising to promote the Association and its advantages to the minority members of the legal profession in the St. Louis Metropolitan area; and designing special appeals for life or other special membership categories to increase our membership level to provide financial stability and income to the Association. The Committee shall prepare its material in consultation with the President. The Committee shall plan the Annual November Social, which shall be intended as a membership drive event. The Committee shall see that at least two mass appeals for members are made each year, one of which can be the November Social. The Committee shall provide for refreshments to be present at monthly meetings.

The Membership Committee shall be responsible for sending annual invoices to all current and past members of the Association no later than March 1st concerning dues for the upcoming bar year.

Section 1.6: Professional Development Committee:

Professional Development Committee. This Committee shall determine the professional development needs of the Association's membership and identify issues and developments in legal profession and other areas that can impact the profession. Based on its findings, the committee recommends specific programs and oversees their implementation. The Committee's focus shall include the professional development of law students and the improvement of educational and bar examination outcomes to increase the number of black law students who complete law school and continue on to practice law. The Committee shall be concerned with the disseminating to Association members, the appropriate information regarding the prevention of bar disciplinary complaints and disbarment. The Professional Development Committee shall monitor opportunities to nominate Association members for awards and other opportunities to highlight Association

members, and recommend the nomination of members. The Vice-President shall be the Chair of the Professional Development Committee.

Section 1.7: Constitution and By-Law Committee

Constitution and By-Law Committee. The Constitution and Bylaws Committee shall be responsible for an annual review of the Constitution and Bylaws of the Association and shall make recommendations for additions or amendments thereto. Proposed amendments to the Constitution or Bylaws of the Association shall be promptly referred to this Committee by the Corresponding Secretary, and time permitting, the Committee shall submit a report with its recommendation(s) to the members. The Corresponding Secretary shall serve, ex-officio, as a member of the Committee.

Section 1.8: Audit Committee

Audit Committee. The Audit Committee shall make an official investigation of the accounts of the Treasurer and conduct an independent audit by the end of each bar year. The committee shall be responsible for an internal audit within thirty (30) days of the end of each bar year. If the internal audit results fall below accepted guidelines based upon the policies and the procedures of the association, the Committee shall then be responsible for securing the services of an outside accountant to perform an external audit. The Audit Committee shall determine whether an external audit is necessary based upon their internal audit findings and shall make a recommendation to the Executive Board for an external audit if deemed necessary. The Association shall allocate funds within the annual budget for an external audit. If the funds are unused within a bar year, the funds shall remain allocated for such future purpose. The Treasurer and Financial Secretary shall not serve on this committee.

Section 1.9: Past President's Council

The Association shall have a Past Presidents Council, and such other Councils as the Board establishes. Each Council shall be governed by rules adopted by the Board. The President shall nominate, and with the consent of the Board, shall appoint the Chair of each Council at the first meeting of the Board during each Bar Year.

The Past Presidents Council shall consist of every Past President of the Association, the current President and the current President-Elect who is a member in good standing of the Association. The Past Presidents Council shall meet at least once annually and may provide recommendations to the Board concerning governance of the Association and actions to be taken by the Board.

Section 2: Meetings

The standing committees of the Association shall meet at least one time per month and shall make a report of its activities to the Executive Committee and the Association.

Section 3: Quorum Executive Committee

One third of the membership of the Executive Committee shall constitute a quorum. On request, in writing, of a majority of the members of the Executive Committee, the President shall call a meeting.

**ARTICLE VI
MEETINGS**

Section 1:

The Mound City Bar Association shall meet on the last Wednesday of each month at such places as shall be determined by the Executive Committee. In the event that the Mound City Bar Association Annual Scovel Richardson Scholarship Dinner is scheduled to be held in the month of June, the Mound City Bar Association monthly meeting for the month of June shall be held at a date and time prior to the Annual Scovel Richardson Scholarship Dinner, as determined by the Election Committee.

**ARTICLE VII
DIVISIONS**

Section 1: The Association shall have the power to establish and maintain Divisions whose memberships shall reflect a broad spectrum of common interests.

**ARTICLE VIII
LEGISLATIVE POWERS**

Section 1:

All legislative powers herein granted shall be vested in the membership of the Mound City Association.

Section 2:

A total of one-fourth of the financial members or 23 financial members, whichever is smaller, as certified by the Secretary shall constitute a quorum. No members shall vote by proxy.

Section 3:

No member shall be eligible to vote, or permitted to vote at any meeting of the Mound City Bar Association unless the records of the Treasurer of the Mound City Bar Association show that such member is financial.

Section 4:

The Association shall have the power to make assessments upon its members, appropriate money to pay the debts of the Association, and to provide for the general welfare of the Association.

**ARTICLE IX
BY-LAWS**

By-Laws not inconsistent with the provisions of this Constitution may be adopted or amended by a majority of the members present and voting.

**ARTICLE X
THE SUPREME LAW**

This Constitution and laws of the Mound City Bar Association which shall be made in pursuance thereof, shall be the Supreme Law of the Mound City Association, and every member and officer shall be bound thereby.

**ARTICLE XI
AMENDMENTS**

These articles may be amended at any time two-thirds of the members present and voting upon the following conditions: All proposed amendments to the Constitution shall be submitted to the Constitution and By-law Committee by March 1st of each bar year. The Chair of the Committee will send notices of said proposed amendments by mail or circulated by other means at least thirty (30) days prior to voting on the amendment. The proposed amendments shall be taken up and voted on at the June meeting.

**ARTICLE XII
CONSTITUTIONAL REVISION**

The Constitution and By-Law Amendments shall go into effect and become law immediately upon adoption by the members. However, amendments to the constitution and By-Laws shall not be retroactively applied.

BY-LAWS

CHAPTER I - STANDING COMMITTEES

Immediately upon the election of the officers of the Association the President of the Association shall appoint the following Committees: Membership, Program, Constitution and By-Laws, Professional Development, Budget and Finance, and Community Affairs and such other committees as may be necessary for the proper conduct and dispatch of business of the Association.

CHAPTER II- SPECIAL COMMITTEES

The President shall appoint such other Committees as may be necessary to carry out the objectives of this Association.

CHAPTER III- MEETINGS OF THE ASSOCIATION

Special Sessions. Special sessions of the General Body shall be called by the President on written request of twenty (20) or more members of the Association or on request of a majority of the Executive Committee. When a special session is thus called, the Secretary shall duly mail proper notice to the last known address of each member of the Association at least ten (10) days before such special session is to be held, in which is specified the time and place of meeting and the terms of business to be considered. No other business shall be transacted at the session other than that specified in the call.

CHAPTER IV - ELECTION COMMITTEE, ELECTION AND INSTALLATION OF OFFICERS

Elections. An Election Committee (Committee) shall be formed in April of each election year and shall present names of candidates seeking election to any office of the Association by the time of the Association's May meeting. The Election Committee shall present candidates who are members in good standing of the Association at the time of presentment by the Committee to the Association, as certified by the Association's Treasurer. An election shall be held at the Association's June meeting. The Committee will draft rules governing the conduct of elections. All elections shall be by ballot and the majority of the votes cast during the June meeting shall be necessary to elect. In the event that no candidate receives a majority of the votes on the first ballot, the candidate receiving the lowest number of the votes shall be dropped and then a new ballot taken. This procedure shall be continued until one of the candidates receives the majority of all the votes cast, then he/she shall be declared elected. When there is only one candidate for an office, a majority vote without ballot shall elect. Only members of the Association in good standing may be elected to an Association office.

CHAPTER V - MEMBERSHIP FEES

Chapter V-Membership Dues

Those persons otherwise eligible to qualify as members of the Mound City Bar Association shall pay dues in accordance with the following structure beginning in Fiscal Year 2007-2008:

A. General Members as defined in Article II of this document and having graduated from law school based upon the following time periods from graduation:

Less than one year.	Exempt	
1-5 years.....	Public	Private
	\$65.00	\$80.00
More than 5 years.....	\$85.00	\$100.00
Lifetime membership ¹	\$2,500.00 – Both	
Honorary membership..... (50-plus years)	Exempt – Both	

B. Associate Members as defined in Article II of this document (including paralegals and graduates of non-accredited law schools) shall pay dues of \$50.00 per annum.

C. For the purposes of this section, Public practice members shall include those employed or serving on a regular or full-time basis in the following capacities or areas: (1) as judges, justices and magistrates; (2) in the government sector; (3) as law school or collegiate professors or administrators; (4) as judicial law clerks; (5) in law enforcement; (6) by federal or state qualified non-profit agencies or entities, including churches and religious institutions. Private practice members shall include those engaged in most or all other areas of practice. Questions or disputes concerning the classification as a public or private attorney shall be resolved by the Executive Committee.

¹ Per a constitutional amendment passed by the Mound City Bar General Body on July 31, 2013, for the 2013-2014 bar year the lifetime membership dues were temporarily reduced. From July 1, 2013 until June 30, 2014, the Constitution shall read: "The lifetime membership fee of \$2,500.00 shall be temporarily reduced to \$1,200.00 for current 2013-14 members during for the 2013-14 bar year's membership drive." On July 1, 2014, the lifetime membership dues will revert to \$2,500.00.

CHAPTER VI- GENERAL OFFICERS

The elected officers of the Association, the immediate past-President, the chairpersons of all Standing Committees and those persons set forth in Article IV, Section I of the Constitution, shall constitute the Executive Committee.

The President, President-Elect, immediate past-President, Vice-President, Secretary, Treasurer, Parliamentarian and Committees shall be allowed such monies for expenditures as shall be approved by the members of the Association.

CHAPTER VII -DIVISIONS

Section 1. Divisions organized within the Association whose structure shall be based upon the nature of their memberships or the broad spectrum of interests they represent, rather than a substantive area of law. The Divisions shall focus their activities upon those aspects of the practice of law that have an impact upon their members.

Section 2. There shall be a Young Lawyers Division (YLD). The YLD's purpose shall be to further the Association's goals and purposes, while representing lawyers in the Association under the age of 36 or practicing less than 8 years ("young lawyer") and law student members of the Association. The YLD shall represent the Association to young lawyers, focusing upon the relationship between its members and the structure of the legal field in which young lawyers practice. The YLD shall create a deliberative forum for the exchange and expression of young lawyers' and law students' views and serve as a voice to advocate the views of young lawyers and law students. The YLD shall be responsible for planning and putting on events that promote the welfare of young lawyers and law students through educational, professional, cultural and social programs.

Section 3. New Divisions may be authorized by the Board upon approval of a petition submitted and signed by 25 Regular Members of the Association. Such petition shall be submitted with a set of proposed bylaws.