

**BY-LAWS**  
**OF THE DISTRICT OF COLUMBIA CHAPTER**  
**OF THE NATIONAL LAWYERS GUILD**  
**Adopted January 9, 2003**  
Amended 5/23/07, 11/16/13, 04/01/17, and 2/21/18

Article I: Name and Purpose

The name of the organization shall be the District of Columbia Metropolitan Area Chapter of the National Lawyers Guild (hereinafter referred to as the “Chapter”). The Chapter shall operate for the purposes set forth herein in the By-Laws of the District of Columbia Chapter of the National Lawyers Guild (hereinafter referred to as the “Bylaws”).

Article II: Affiliation

The Chapter is the recognized affiliate of the National Lawyers Guild (hereinafter referred to as the “National Organization” or the “NLG”) for the Washington, D.C. metropolitan geographic area, and is subject to its Constitution, By-Laws, and any nationally made decisions applicable to local chapters.

Article III: Parliamentary Authority

Robert’s Rules of Order will apply in all situations not covered by these By-Laws, until December 31, 2018.

Article IV: Membership

Section 1. The Chapter shall consist of Members, as that term is defined DC ST § 29-401.02. Membership is open to all lawyers, legal workers, jailhouse lawyers, and law students who work or live in the Washington, D.C. metropolitan area and who ascribe to the principles and goals set forth in the preamble and Article I, Section 2 of the constitution of the National Organization. An applicant shall become a member in good standing of the Chapter and through it the National Organization when placed on the membership rolls as provided in Section 2 of this Article.s a member in good standing, Members shall be entitled to exercise all of the rights and privileges of membership set forth in the District of Columbia Nonprofit Corporation Code (the “Nonprofit Code”), the Articles of Incorporation, and the Bylaws. A person shall not be admitted as a member without the person's consent.

Section 2.

- A. All dues shall be assessed and paid as provided for by the National Organization. Upon receipt by the Chapter or confirmation from the National Organization that an individual has paid their dues and become a member in good standing of the NLG, that person shall be placed on membership rolls for the period of time covered by the dues paid.
- B. Members failing to pay dues may be subject to suspension from the organization and shall lose all rights and privileges of Members. Said suspensions shall be lifted upon full payment of delinquent dues for that year.

- C. Individuals transferring their membership to the Chapter from another NLG chapter shall be placed on the local membership rolls for the period of time remaining in their membership in the NLG.

Section 3. Each member shall be eligible to cast one vote on those matters reserved for membership vote under the Bylaws, or on which the Nonprofit Code requires the approval of the members.

#### Article V: Officers

Section 1. The Chapter shall have the following officers: a Chairperson, a Treasurer, and Secretary. All officers shall be selected by and from the Members of the Executive Board by majority vote of the board at its first meeting. In the event of a vacancy or incapacity to serve as an officer, the Executive Board shall fill the vacancy. The Executive Board may remove an Officer at any time for cause.

Section 2. The Chairperson shall:

- A. have primary responsibility for the coordination of chapter activities;
- B. preside at all Executive Board and Chapter meetings;
- C. plan the agenda for Executive Board meetings;
- D. represent the Chapter in relation to other organizations, and the public, or designate others for this task;
- E. act as the Registered Agent of the Chapter, if required;
- F. ensure the Chapter satisfies annual record requirements;
- G. be responsible for the maintenance of Chapter records, including meeting records, and with the Treasurer, for maintenance of membership rolls, mailing lists, and communications with the National Office regarding Chapter membership; and
- H. perform other duties incident to the office of Chairperson.

Section 3. The Treasurer shall:

- A. oversee the collection of dues, assessments, and all other monies due to the Chapter;
- B. be responsible for the maintenance of all financial records, including monies, securities, and all other property of the Chapter;
- C. receive and expend all funds on behalf of the Chapter;
- D. report quarterly to the Executive Board on the financial status of the Chapter;

- E. report annually to the Chapter on the financial status of the Chapter;
- F. perform all other duties incident to the office of the Treasurer;
- G. in cooperation with the Secretary, be responsible for maintenance of membership lists, mailing lists, and communications with the National Office regarding Chapter membership.

Section 4. The Secretary shall:

- A. take minutes at each Executive Board and Membership meeting or designate an individual to do so;
- B. publish notice of each meeting or event held by the Chapter by electronic mail or through the Chapter's website;
- C. perform all other duties incident to the office of Secretary;
- D. publish minutes of each meeting after approval by the Executive Board by electronic mail or through the Chapter's website.

Article VI: Nominations and Elections.

Section 1.

- A. Elections for the Executive Board shall take place every two years during the annual membership meeting so that the elected members may take office on May 2. Elections that do not occur or are not completed in time for members to take office on May 2 shall be held and completed promptly and members elected shall take office immediately. The election may take place through ballots electronically mailed to the Chapter membership, by paper ballot, or at a membership meeting constituted for such purpose or a combination thereof.
- B. The Executive Board shall oversee the elections process. Notice of pending elections shall be published by electronic mail, or through the Chapter's website, at least thirty days prior to the election. The Notice shall include a call for nominations, deadline for nominations, number of open positions, and date of the election. Self-nominations shall be permitted. The Executive Board may appoint a Nominating Committee to seek nominees. All persons who accept nomination shall be placed on the ballot. All nominees must be members in good standing of the Chapter at the time of the election.
- C. Election shall be by secret ballot, unless the election is held at a Chapter membership meeting. If such a meeting is held, special ballot may be used, or an alternative method may be selected at the meeting. If the election is conducted by electronic mail or through other electronic means, ballots shall be emailed to members no less than 14 days prior to the election.
- D. Vacancies shall be filled by those nominees receiving the highest number of votes.

- E. Executive Board members shall hold office for two years commencing from May 2 or until their successors are elected. If an election is delayed and members take office after May 2, members shall hold office until May 2 of the second calendar year following their election or until their successors are elected.

## Article VII: Meetings

### Section 1. Membership Meetings

The highest decision-making body of the Chapter is the Membership Meeting, which reserves and delegates various powers and functions as set forth in these By-Laws. It holds the ultimate authority for all Chapter decisions. Its powers shall include, but not be limited to: the election of officers, Executive Board members, Convention delegates, and the regional contact person; the consideration of local endorsements not handled by the Executive Board or Committees; the adoption and amendment of Chapter By-Laws; the setting of local Chapter policy; and Chapter positions on national policy. It may consider and vote on any issue, including any decisions of the officers, Executive Board or committees, brought before it by a member, when a majority of the Chapter members present at a Chapter meeting, a quorum being present, agree to consider the issue.

Section 2. The Membership shall meet periodically, but no less than once annually. Meetings shall be planned by the officers and Executive Committee and usually shall be educational or political in content. Meetings shall also be called upon the written request of 10% of the membership or ten (10) members, whichever is greater. Notice of Chapter meetings shall be given to members no less than ten days in advance of the scheduled meeting, and shall state the date, time, and place of each annual, regular, or special meeting of the members.

Section 3. Any Chapter member may propose an agenda item for a meeting and if the agenda item is rejected by the Executive Board, the member may request the members present at a Chapter meeting to decide if it will consider the issue. Any Chapter member may propose a thematic presentation for a Chapter meeting, and if the proposal is rejected by the Executive Board, the member may request the members present at the Chapter meeting to decide if it will consider the issues.

Section 4. Within 60 days prior to the annual meeting of the National Organization, there shall be a Chapter Membership Meeting devoted to consideration of issues to be addressed at the annual meeting.

Section 5. A quorum shall consist of 10% of the members in good standing.

## Article VIII: Executive Board Powers and Duties

Section 1. The Executive Board shall coordinate and supervise the ongoing substantive and organizational work of the Chapter.

Section 2.

- A. The Executive Board shall be composed of no fewer than seven and no more than 15 members elected from the Chapter membership in accordance with Article VII.
- B. The Chapter is committed to broad representation on its governing body. The Executive Board shall strive to achieve the affirmative action goals set forth by the National Organization with regard to race, sex, religion, creed, national or ethnic origin, sexual preference, sexual orientation, gender identity, disability, marital status, age, presence of children, receipt of housing assistance or source of income, political belief or affiliation, and formal educational level.. The Executive Board shall also strive to encompass a broad array of legal workers, lawyers, activists, and law students, who are representative of the community the Chapter serves.

Section 3. Subject to the decisions of the Chapter and the provisions of these By-Laws, the Executive Board shall:

- A. make decisions on behalf of the Chapter;
- B. maintain contact with all committees and other activities of the Chapter, in order to encourage substantive work, encourage organizing and consideration of organizational issues, and assist in the coordination and planning of committee work;
- C. make financial decisions for the Chapter;
- D. make decisions on endorsements and/or sponsorships in the name of the Chapter, and shall, when requested in writing by a member of the Chapter, review endorsements and/or sponsorship decisions made by committees of the Chapter;
- E. be responsible for supervising statements made on behalf of the Chapter, media relations, and internal communications to the Chapter membership through the newsletter, email list, and other methods;
- F. establish and exercise oversight responsibility for the operation of a Chapter office, and shall have the power to hire and fire any staff, and have the authority to determine compensation, benefits, and terms and conditions of employment consistent with applicable laws, rules, regulations, and collective bargaining agreements;
- G. be responsible for the planning of Membership Meetings;
- H. refer any matter to the Chapter for decision, in which case it shall take responsibility to fully inform the Chapter of the issue.
- I. In the event that a board meeting cannot be called before a decision need be made under subsections C, D, or E, the Chairperson shall be responsible for polling the Board regarding the issue. A decision reached by this method shall be discussed at the next Executive Board meeting.

Article IX: Executive Board Meetings

Section 1.

- A. The Executive Board shall meet no fewer than four times per year.
- B. Meetings of the Executive Board shall be called by the Chairperson. Notice of meetings shall be given no less than five days prior to the scheduled meeting.
- C. A quorum shall be 51% of the Executive Board members. The action of a majority of the Board members present at a meeting at which a quorum is present shall constitute action of the Executive Board.
- D. Any Executive Board members may place an item on the agenda.
- E. All Executive Board meetings shall be open to Chapter members; however, Chapter members who are not Executive Board members cannot be counted towards the requisite meeting quorum, nor can their votes be considered for any Board decision.
- F. Any Executive Board member absent at three consecutive meetings without good cause, as determined by the Executive Board, shall be subject to potential loss of his or her position on the Executive Board. Any application of this rule may be appealed to the Chapter.
- G. Any vacancy among the Executive Board members may be filled by appointment by the Executive Board, unless the Chapter requires that the vacancy be filled by vote at a Chapter meeting or some other form of election.
- H. Minutes shall be kept of each Executive Board meeting recording the discussions and decisions therein. Minutes of a given meeting shall be presented for the approval at the next scheduled Executive Board meeting. Minutes of each meeting shall be published to the Chapter either in the newsletter, by email, or by other methods approved by the Executive Board.
- I. At least once per 2-year Board term, an anti-oppression training shall be held, open to all Chapter members in good standing. All Board members are required to attend this meeting, unless they have in the last 2 years attended a similar training. For good cause shown, the Board may excuse a member from the attendance requirement.

Article X: Discipline of Members

Section 1. Grounds for Discipline. A member may be censured or membership terminated from the Chapter upon a vote by the majority of the Board's members and the membership of the Chapter that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Chapter.

Section 2. Procedure for Discipline. For any discipline to be considered, charges specifying the factual basis for the allegation (that grounds under Section 1 of this title are present) must be submitted to the Board in writing by at least three members. Upon submission of said charges, the Board shall:

- A. send a notice by first-class or registered mail to the last address of the member as listed in the Chapter's records. The notice shall set forth the charges and their factual basis, and the date and time for the meeting of the Board at which the charges will be considered. Such notice shall be sent at least thirty days before the date of the Board meeting.
- B. The Executive Board shall consider the charges at any regular or special meeting held in accordance with these By-Laws. The member charged shall be given an opportunity to be heard at this meeting. After the member has been provided a reasonable opportunity to be heard, the Board shall vote on whether to recommend the member be censured, expelled, or suspended.
- C. The recommendation of the Executive Board shall be presented to the Chapter membership at the next regular or special meeting held in accordance with these By-Laws. Notice of any meeting at which discipline of a member will be considered must be provided to both the charged member and the Chapter membership as a whole, at least thirty days prior to the meeting. The charged member shall be provided a reasonable opportunity to be heard at said meeting. After providing the charged member an opportunity to be heard, and considering the factual basis for the charge and the findings and recommendations of the Executive Board, the membership shall decide whether to censure, suspend, or expel the member. A 2/3 majority of members voting and present shall be required for action on this motion.

#### Article XI: Committees

##### Section 1. Executive Board to Establish Committees:

- A. The Executive Board may establish such committees as are needed to address the issues relevant to the work of the board and chapter. There may be standing committees and ad hoc committees. The Board may delegate to these committees any of the powers of the Board of Directors, except the power to (1) elect or remove directors; (2) approve the dissolution, merger, or reorganization of the Organization or distribution of its assets; (3) amend the Articles of Incorporation or the Bylaws; (4) approve or propose to members any action that the Nonprofit Code, the Articles of Incorporation or the Bylaws require by approved by the members; or (5) decide such other matters as the Board may hereinafter determine by a majority vote of the directors.
- B. The Executive Board may abolish standing and ad hoc committees, except where the existing committee votes to remain in existence, in which case the decision whether or not to abolish the committee must be submitted to the membership.

##### Section 2. Standing Committees

- A. Standing committees may be established by the Executive Board to address recurrent issues relevant to the work of the board and chapter. The standing committees shall consist of the members appointed by the board and any additional members at the discretion of the committee. Each standing committee shall elect, from any of its members, a committee chair who is responsible for reporting to the Executive Board on the committee's activities.

- B. Each standing committee shall determine its own practices and procedures and shall function in a democratic manner.
- C. Each standing committee shall institute procedures to maintain a list of its members.
- D. Where minutes are kept, or where agendas, correspondence, or other documents of the committee are produced, the committee shall furnish those to the Executive Board upon request.
- E. Standing committees may issue statements and endorse or sponsor events in the name of the committee.

### Section 3. Ad hoc committees

- A. Ad hoc committees may be established by the Executive Board to address short term issues relevant to the work of the board and chapter.
- B. Ad hoc committees shall consist of the members appointed by the Executive Board.
- C. Each ad hoc committee shall elect, from any of its members, a committee chair who is responsible for reporting to the Executive Board on the committee's activities.
- D. Each ad hoc committee shall determine its own practices and procedures and shall function in a democratic manner.
- E. Where minutes are kept, or where agendas, correspondence, or other documents of the committee are produced, the committee shall furnish those to the Executive Board.
- F. The general purpose of the ad hoc committee shall be to perform the substantive work necessary for the purpose of making recommendations to the Executive Board. Ad hoc committees may not endorse or sponsor events in the name of the committee except with approval from the Executive Board.

### Article XI: Amendment

Section 1. These By-Laws may be amended at a Membership Meeting, provided that notice and content of any proposed amendment is published with the meeting notice.

Section 2. It shall require a majority vote of those members present at a Membership Meeting, a quorum being present, to amend these By-Laws.

### Article XII: Savings Clause

A declaration that any provision of these By-Laws is null and void shall not affect any other provision or the By-Laws as a whole.

### Article XIII: Effective Date and Transitional Executive Board

Section 1. These By-Laws shall become effective after approval by the current Chapter Executive Board and a majority vote at a meeting of the members of the Chapter called for such purpose.

#### Article XIV. Executive Board Standards and Liability.

Section I. Members of the Executive Board must act in good faith and in a manner the Member reasonably believes to be in the best interests of the Chapter. The director must act with the loyalty, care, and prudence that a person in a like position would reasonably believe appropriate under the circumstances.

Section II. Liability of Executive Board Members. Executive Board Members of the Chapter are not liable to the nonprofit or its members for monetary damages for any act or failure to act, except liability for:

- 1) The amount of a financial benefit received by the director and to which the director is not entitled;
- 2) An intentional infliction of harm;
- 3) An unlawful distribution of the nonprofit's assets; or
- 4) An intentional violation of criminal law.