

**BY-LAWS
OF THE DISTRICT OF COLUMBIA CHAPTER
OF THE NATIONAL LAWYERS GUILD**

Adopted January 9, 2003

Amended 05/23/2007, 11/16/2013, 04/01/17, 02/21/2018, and 11/29/2022

Article I: Name and Purpose

The name of the organization shall be the District of Columbia Chapter of the National Lawyers Guild (hereinafter “DCNLG” or the “Chapter”). The Chapter shall operate for the purposes set forth herein in these By-Laws.

Article II: Affiliation

The Chapter is the recognized affiliate of the National Lawyers Guild (hereinafter referred to as the “National Organization” or “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: Conduct of Meetings

Meetings of the Members and of the Executive Board shall be conducted pursuant to rules established by the Chair, or the Co-Chair serving as Chair of the meeting, provided that any rules adopted for the meeting, and the conduct of the meeting, shall be fair to the members.

Article IV: Membership

Section 1.

A. The Chapter shall consist of Members. 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. Jailhouse lawyers who were residents of or worked in the area prior to incarceration shall also be eligible for membership. 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 as a member in good standing. A Member who joins the Chapter but moves away from the area may retain their Chapter membership so long as they have not moved into the area of another NLG Chapter and retain some connection to the DC metropolitan area.

B. Members shall provide the Executive Board with their proper contact information, including their email address(es), and shall provide any updated contact information in a timely manner.

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 (or qualified for a dues waiver) 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.

Article V: Officers

Section 1. The Chapter shall have the following officers: a Chairperson (or, at the option of the Executive Board, Co-Chairs), a Treasurer, and a 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 may fill the vacancy with another Member of the Executive Board. The Executive Board may remove an Officer at any time for cause.

Section 2. The Chairperson (or Co-Chairs) 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. perform other duties incident to the office of Chairperson.

Section 3. The Treasurer shall:

- A. oversee the receipt 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 no less than 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;

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

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. 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;
- D. publish minutes of each meeting after approval by the Executive Board by electronic mail or through the Chapter's website; and
- E. perform all other duties incident to the office of Secretary.

Article VI: Nominations and Elections.

Section 1.

- A. Elections for the Executive Board shall take place every two years 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 all Chapter members in good standing, 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, either at an appropriately noticed Chapter membership meeting or by electronic or paper ballots distributed to the entire membership. If the election is conducted by electronic mail or through other electronic means, ballots or notice of an electronic voting mechanism shall be emailed to all members in good standing no less than 14 days prior to the election. Only members in good standing as of the date of the election may vote.
- D. Positions on the Executive Board shall be filled by those nominees receiving the highest number of votes. Solely for purposes of electing the Executive Board, a quorum shall

consist of those members who return a ballot or attend a meeting, in person or by written proxy.

- 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 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; and 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 Executive Board and usually shall include an educational or political component. Meetings shall also be called upon the written request of 5% of the membership or ten (10) members, whichever is lesser. Notice of Chapter meetings shall be given to members via the chapter's email distribution list 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. Notice of Executive Board elections shall be sent via email to all Chapter members in good standing.

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 issue.

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. Except as provided above with respect to the election of the Executive Board, a quorum shall consist of ten members (including a majority of the Executive Board members in office) or 5% of the members in good standing at the time notice of the meeting is sent.

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 three and no more than seven 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 membership 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. supervise and approve 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. exercise oversight for the operation of a Chapter office, including the authority to hire and terminate staff, and the authority to determine compensation, benefits, and terms and conditions of employment consistent with applicable laws, rules, regulations, and collective bargaining agreements;
- G. plan Membership Meetings;
- H. refer any matter to the Membership for decision, in which case it shall take responsibility to fully inform all members of the issue; and
- I. in the event that a board meeting cannot be called before a decision needs to be made under subsections C, D, or E, the Chairperson shall be responsible for polling the Board regarding the issue to come to a decision that 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. Executive Board members may attend meetings virtually by means of electronic communications medium.
- C. Meetings of the Executive Board shall be called by the Chairperson or by any two Board members. Notice of meetings shall be given no less than five days prior to the scheduled meeting and shall be sent to the email distribution list main. If all Board members determine that urgent action is required, this notice may be waived by unanimous consent of the Board. The minutes of the meeting shall include an explanation of the urgent circumstances that required waiver of advance notice.
- D. A quorum shall be a majority of the Executive Board members then in office. 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.
- E. The Board may adopt a policy that allows action to be taken in writing for matters that are time-sensitive or otherwise need to be decided before a meeting can be held. Such approval may be by majority or super-majority, as the currently effective policy may require.
- F. Any Executive Board members may place an item on the agenda.
- G. All Executive Board meetings shall presumptively 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. By vote of a majority of Board members in attendance, the Board may hold limited executive session meetings to discuss sensitive matters such as personnel and employment questions, or if litigation matters require confidential discussions. If such a session is held, the Board must notify the membership of the act of the executive session and the reason for holding it. Any votes taken at such a meeting shall be reported out to the membership.
- H. Any Executive Board member absent from 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. Removal shall not be automatic but shall require the vote of the Executive Board at a duly held meeting. Any application of this rule may be appealed to the Chapter membership.
- I. Any vacancy among the Executive Board members may be filled by appointment by the Executive Board, or may be put in front of the members for a vote whether at a Chapter meeting or some other form of election.
- J. 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, by posting in a members-only section of the website, or by other methods approved by the Executive Board.

- K. At least once per 2-year Board term, and subject to the availability of resources, 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 have their membership in the Chapter suspended or terminated upon a vote by the majority of the Board's members and the Members at a Meeting that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Chapter.

Section 2. Procedure for Discipline. Disciplinary action shall require that charges specifying the factual basis for the allegation that grounds under Section 1 of this title are present be submitted to the Board in writing signed by at least three members. Upon submission of 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. Notice may also be sent electronically, provided proof or confirmation of delivery is obtained. 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 if by mail, and at least 7 days if sent electronically.
- 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 ten days prior to the meeting. The charged member shall be provided with 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 accept or reject the Board's proposal to censure, suspend, or expel the member. A 2/3 majority of members voting and present shall be required to censure, suspend, or expel the member.

Article XI: Committees

Section 1. Executive Board Committees:

- A. The Executive Board may establish such standing and ad hoc committees as are needed to address issues relevant to the work of the board and chapter. The Board may delegate to these committees any of its powers.
- 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 a Membership Meeting.

Section 2. Chapter Committees

- A. Standing committees may address recurrent issues relevant to the work of the Board and Chapter.
- B. The standing committees shall consist of the members appointed by the Board and any additional members at the discretion of the committee.
- C. 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.
- A. Each standing committee shall determine its own practices and procedures and shall function in a transparent and democratic manner.
- B. Each standing committee shall maintain a list of its members.
- C. 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.
- D. 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 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 transparent and 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. Ad hoc committee shall perform substantive work and make a recommendations to the Executive Board.
- G. 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. Amendment of these By-Laws shall be by a Membership Meeting, provided that notice of the content of any proposed amendment is published with the meeting notice.

Section 2. Amendment 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: 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. Executive Board Members of the Chapter are not liable to the Chapter 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 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.