

**By-Laws
of the
Napier-Looby Bar Association**

**By-Laws
of the
Napier-Looby Bar Association, Inc.,
A Non-Profit Corporation**

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**ARTICLE I
NAME**

SECTION 1: The name of this organization is the NAPIER-LOOBY BAR ASSOCIATION, INC. ("Napier-Looby Bar Association or "Association"). The Association is an affiliate member of the National Bar Association, Inc.

SECTION 2: The principal office of the Association for the purpose of the transaction of business shall be at such places as the Board of Directors ("Board" or "Directors") may from time to time appoint.

**ARTICLE II
MISSION STATEMENT**

The NAPIER-LOOBY BAR ASSOCIATION shall serve the following purposes:

- To promote the efficient administration of justice and the improvement of the legal profession;
- To enhance the performance and increase the professional opportunities of its members;
- To ensure the availability of legal services to the African-American community and the general public;
- To educate and inform its members and the public regarding pertinent legal issues and viable solutions thereto;
- To elevate the standards of competence, honor and courtesy in the legal profession;
- To support initiatives designed to improve the economic conditions of all individuals;
- To promote diversity within the bar and eliminate discrimination and inequality based on racial and/or ethnic considerations;
- To assist in plugging the leak in the diversity pipeline of today's African-American youth.

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- To promote the interests, rights, privileges, and duties conferred upon local bar associations, in accordance with the laws and regulations of Tennessee and/or by applicable Rules of Court;
- To establish programs and initiatives to pursue, support and facilitate the implementation of these purposes and do anything necessary and proper for the lawful accomplishment of any and all purposes hereinabove set forth.

**ARTICLE III
AFFILIATION**

The NAPIER-LOOBY BAR ASSOCIATION, as an affiliate of the National Bar Association, Inc. (“NBA”), shall meet the responsibilities of an affiliate as set forth in the Constitution and By-Laws of the NBA.

**ARTICLE IV
MEMBERSHIP**

SECTION 1: Qualifications - Any person subscribing to the goals of the NAPIER-LOOBY BAR ASSOCIATION may become a member by completing an annual application for membership and paying the annual dues designated for such type of membership. The amount of such dues shall be fixed by the Board of Directors from time to time; provided, however, the Board of Directors shall not increase dues no more than once in a 3-year period unless approved by the majority vote of the members of the Association. All dues shall be due and payable as of each January 1 of the current fiscal year in order for a person to exercise any rights or privileges of membership within that fiscal year. A member is entitled to participate in the Annual Meeting of members and special membership meetings and has the privilege of voting in said meetings provided the type of membership he or she holds has voting privileges.

SECTION 2: Regular Member - Any person admitted to the practice of law by the Supreme Court of Tennessee and in good standing shall be eligible for a regular membership upon payment of Association dues and the continued adherence to the objectives of this Association in conformity with the Charter and By-Laws of the Association.

SECTION 3: Associate Member - Any person (i) admitted to the practice of law by the highest courts of any State or before a Federal District Court and is in good standing in that jurisdiction; or (ii) is an attorney holding a certificate of limited admission; or is a law school graduate is eligible to become an Associate member upon payment of annual Association dues. Associate members shall have the right to attend meetings but shall not have the right to vote or hold office.

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SECTION 4: Law Student Member - Any law student of an approved law school within the Nashville area is eligible to become a student member of the Association for the current law school year. Law student members shall be entitled to attend all meetings but shall not have the right to vote or hold office.

SECTION 5: Supporting Member – Subject to the consideration and discretion of the Board of Directors, any person in another discipline (e.g. paralegal) who adheres to the purposes and objectives of the NAPIER-LOOBY BAR ASSOCIATION and who shall work to further same may be admitted to supporting membership status upon receipt of payment of the designated annual dues at the Associate member rate. Supporting members shall have the right to attend meetings but shall not have the right to vote or hold office.

SECTION 6: Lifetime Member – Any person who pays the dues designated by the Board of Directors to become a lifetime member. Such dues may be paid in monthly installments; however, dues must be paid within one (1) year of the election to become a lifetime member. The requirements of this Section 6 shall not apply to persons who elected to become lifetime members before the date of ratification of these By-Laws. However, such persons shall be governed by the requirements in the By-Laws in effect before the ratification of these By-Laws.

**ARTICLE V
MEETINGS OF MEMBERS**

SECTION 1: Annual Meeting – If possible, the January general body meeting of each fiscal year shall serve as the Annual Meeting at which time election of Officers and Directors shall take place as set forth in these Bylaws. In addition, the Board of Directors of the Napier-Looby Bar Foundation shall be elected in accordance with the By-Laws of the Napier-Looby Bar Foundation. Annual Meeting shall occur at such place and at such time as the President may specify; provided, however, the annual meeting shall take place in the Nashville area. If the President or the Board of Directors fails to schedule an Annual Meeting, the general body may do so by a one-third (1/3) vote of the membership. The person scheduling any meeting shall designate the specific location, date and time for such meeting.

SECTION 2: Notice of Meeting - Notice of each Annual Meeting, stating the time, place and purpose or purposes thereof, shall be served personally, by regular mail or by electronic mail upon each member entitled to vote at such meeting, not less than five (5) nor more than sixty (60) days before such meeting and, if mailed, such notice shall be addressed to each member entitled to vote at his or her address or e-mail address as it appears on the books and records of the Association.

SECTION 3: Regular Meetings – Regular meetings of the Association shall be held monthly as scheduled by the President, unless the President makes an exception due to extenuating circumstances. The Association shall meet regularly on the fourth Tuesday of each month at a time and place as designated by the President of the Association, unless the President makes an

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exception due to extenuating circumstances; provided however, the Association shall not meet less than six (6) times during the fiscal year.

SECTION 4: Special Meetings - Special meetings of the members may be called at any time by the President or by order of a quorum of the Board of Directors or upon the written request of one-third of the Regular Members provided notice is given to the membership. The notice shall specify the purpose of the meeting and only those items specified in the notice may be considered at such special meeting.

SECTION 5: Agenda - The purpose for which the Annual Meeting is held shall be in accord with the following agenda and order of business

- a) Minutes of the previous meeting
- b) Report of the Treasurer
- c) Report of the President
- d) Report of the Nominations Committee
- e) Nominations and election of officers and members of the Board of Directors
- f) Nominations and election of members of the Nominations Committee
- g) Other business as specified in the Notice of Meeting

Any one or more members may request that items of business be included on the agenda for the Annual Meeting, as long as such request is made in a writing delivered to the Secretary of the Association not less than seven (7) days before the Annual Meeting.

SECTION 6: Voting - Each Regular Member, whose current dues are paid and who is personally present shall be entitled to one (1) vote at all meetings of the members. Proxies shall be permitted, provided that all proxies shall be in writing and filed with the Secretary at least three (3) calendar days prior to the meeting. Except in the absence of a quorum or where otherwise expressly provided by law, all questions shall be decided by a majority vote of those present in person or by proxy.

SECTION 7: Quorum - For the purposes of the Annual Meeting, a regular meeting or any special meeting of members, a minimum of eight (8) members at any duly called and constituted meeting shall constitute a quorum.

SECTION 8: Binding Action - All binding action of the Association shall be by a majority vote of the members present.

SECTION 9: Member Approval - The Board may direct that a matter be submitted to the members of the Association for vote by mail or electronic mail. In such event binding action of the Association shall be by majority vote of the votes received in accordance with the rules fixed by the Board.

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**ARTICLE VI
BOARD OF DIRECTORS**

The property and affairs of the Association shall be managed and controlled by a Board of Directors, which shall consist of the officers of the Association, the Immediate Past President and four (4) additional at-large members.

SECTION 1: Membership - Members of the Board shall be comprised of regular members of the Association, and shall be elected by the members eligible to vote at the Annual Meeting.

SECTION 2: Elections and Term of Office - Nominations shall be made by the Nominating Committee hereinafter provided for in Section 2 of Article IX. Nominations may also be made by any Regular Member. The at-large Directors of the first Board shall be constituted as follows:

(a) One (1) Director elected to serve for one (1) year or until his or her successor is elected and has been installed;

(b) One (1) Director elected to serve for two (2) years or until his or her successor is elected and has been installed; and

(c) Two (2) Directors elected to serve for three (3) years or until their successors are elected and have been installed.

Upon the respective expirations of each of the original terms of office, at-large Directors shall thenceforth be elected to serve three (3) year terms. Thus, the terms shall ultimately be equal in length, but staggered such that only one or two of the four total at-large seats shall be open to candidacy nomination at any given annual meeting.

The term of each at-large member of the Board of Directors shall commence immediately following the election of said at-large Director. At-large Directors shall hold office for three (3) years (except as provided above for the very first elected at-large Directors). For other Directors, duration of Board membership shall coincide with their terms as Directors.

SECTION 3: Meetings - The Board of Directors shall meet no less than four (4) times during a fiscal year. Board meetings may occur by means of a telephone conference call, provided that all other meeting requirements are met and a quorum is achieved. Any required votes on business at regular meetings of the Board may occur by means of facsimile, e-mail or other

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electronic means. Any member of the Board who shall be absent from three (3) consecutive meetings without good and sufficient reason, and without having been excused by the President of the Association shall be deemed to have resigned from the Board.

SECTION 4: Special Meeting - Special meetings of the Board shall be held at the call of the President or upon the written request of a quorum of the Board. The notice of a special meeting shall specify the business to be considered at such meeting and no other business may be conducted. Any required votes on business at special meetings may occur by means of facsimile, e-mail or other electronic means.

SECTION 5: Notice of Meetings - Notice of each meeting other than the Annual Meeting, setting the time and place thereof, shall be given to each member of the Board by mailing the same to his or her last known e-mail address at least five (5) days before the meeting or by providing such notice by telephone, facsimile or electronic mail to each Director at least three (3) days before the meeting.

SECTION 6: Quorum - At any meeting of the Board of Directors, one-third of the Directors in office shall constitute a quorum, but less than a quorum shall adjourn such meeting until a quorum is present. Except as otherwise provided by law or in these By-Laws, any business may be transacted at any meeting of the Board at which a quorum is present. The act of a majority of a quorum at a meeting, regular or special, shall constitute the act of the Board of Directors.

SECTION 7: Increase in the Number of Directors or Vacancies - In the event of any increase in the number of Board members, as a result of revision of the Charter or of these By-Laws, the additional Board members shall be elected by the members at any meeting and shall be classified in such manner as to fulfill the requirements of Article VI, Section 1 of these By-Laws. Any vacancy on the Board of Directors caused by death, resignation, removal, inability to act, or by any other circumstances, may be filled until the next succeeding annual meeting and until a successor is elected and qualified by vote of a majority of the Directors at any meeting of the Board from among names presented by the Nominating Committee.

SECTION 8: Removal, Resignation and Vacancy - Any member of the Board of Directors may be removed for cause, including the incapacity to act, by vote of the Board of Directors provided there is a quorum present at the meeting at which such action is taken. The person subject to removal and all other members of the Board shall be given reasonable notice of the location, date, time and purpose of an meeting where removal from office shall be put to a vote, and all Directors in attendance shall be given a reasonable opportunity to be heard. A Director may resign at any time by delivering written notice to the Board of Directors or President (unless it is the President who is resigning), or to the general body (if presented at a Regular Meeting). In the event that any seat is vacated by a Director prior to the normal term expiration, the vacant seat shall be filled by the Nominating Committee pursuant to Section 2 of Article IX.

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SECTION 9: Duties and Responsibilities of the Board of Directors - The duties and responsibilities of the Board of Directors shall be:

- a) Establishment and maintenance of the legal and corporate existence of the Association, as follows:

Filing Annual Report
Monitoring and examining all legal and fiscal instruments
Maintaining Board minutes
Designating signatories for leases, mortgages, bank accounts and contracts (Commercial and Programmatic)
Approving the annual budget
Contracting for annual audit
Public relations
Other duties which from time to time may be required by these By-Laws or the Association

- b) Establishment of policy and direction or the implementation of policy
- c) Interpretation of the Association's goals, methods and objectives, both to the legal community and the community-at-large
- d) Provision of continuity of experienced leadership, so that changes do not weaken the effectiveness of the Association
- e) Establishment of an orderly system of effective utilization of ex-board members and other volunteers
- f) Attendance of board, annual, regular and special meetings of the Association

SECTION 10: Executive Committee of the Board of Directors - The Executive Committee shall collectively consist of the President, President-Elect, Immediate Past President, Treasurer and Secretary. The President of the Association shall be Chair of the Executive Committee and shall call meetings of the Executive Committee at any time deemed necessary, in compliance with these By-Laws herein.

**ARTICLE VII
OFFICERS**

SECTION 1: Officers - The officers of the Association shall be a President, a President-Elect, a Secretary and a Treasurer. These officers, along with the immediate past President of the

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Association shall constitute the Executive Committee. Officers shall serve for one (1) year or until their successors are elected and have been installed. Officers shall not hold the same office for more than three (3) consecutive years.

SECTION 2: Election and Term of Office – With the exception of the President and the Immediate Past President, all officers shall be elected by the membership at its Annual Meeting in accordance with nominations made by the Nominating Committee, by members provided such nominations are in writing and delivered to the Secretary prior to the Annual Meeting or from nominations from the floor at the Annual Meeting. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

SECTION 3: The President - The President shall have general charge of the affairs of the NAPIER-LOOBY BAR ASSOCIATION, including presiding at the meetings of the Board of Directors, the members and the Executive Committee and appointing the chairpersons and members of the standing committees set forth in Article IX of the By-Laws, except for the members of the Nominating Committee. The President shall cast a deciding vote in the event of a tie, but otherwise shall not vote at a Regular Meeting. The President shall serve as an ex officio member of all standing and ad hoc committees with the exception of the Nominations Committee. The President shall have the authority to appoint liaisons to the Tennessee Alliance for Black Lawyers, Nashville Bar Association, the Tennessee Bar Association and any other organization or group for the purpose of advancing the interest of the Chapter or strengthening its ties to the greater Nashville or Tennessee legal community. At the Annual Meeting of the members, the President shall report on all activities of the Chapter. The President shall also perform such other duties as are provided in these By-Laws and as the Board of Directors may determine from time to time. Upon the expiration of his or her term as President, the President shall immediately and automatically assume the Office of Immediate Past President.

SECTION 4: President-Elect - The President-Elect shall serve as Chair of the Programs Committee and, at the request of the President, or in the event of the President's absence, disability or inability to complete his or her term, at any time and from time to time, perform any and all duties of the President. The President-Elect shall preside when any motion is made in reference to the President. The President-Elect shall have such other powers and perform such other duties as the President or Board of Directors may from time to time specify. The President-Elect will ascend to the presidency upon expiration of the President's term.

SECTION 5: Secretary - The Secretary shall attend and keep minutes of all meetings of the Board of Directors and of members of the Association, and shall attend to the giving and serving of all notices of the Association. He or she shall also keep a record containing the names and contact information of all persons who are members of the Association and shall in general perform all the duties incident to the office of secretary. The Secretary shall have such other powers and perform such other duties as the President or Board of Directors may, from time to time specify.

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SECTION 6: **Treasurer** - The Treasurer shall collect, receive and deposit, invest and disburse the funds of the Association as directed by the Finance Committee of the Board of Directors and the Executive Committee, shall assist the Officers and/or Board of Directors in the preparation of the Chapter's annual budget and shall prepare such other reports and accounts of the financial condition of the Association, as may from time to time be requested by the Executive Committee, the Board of Directors or the members of the Association. The Treasurer shall give a true and accurate account of the Chapter's fiscal status at each regular meeting and upon request. The Treasurer shall be Chair of the Finance Committee and shall perform such other duties as are incident to the office of Treasurer and shall have such other powers and perform such other duties as the President or Board of Directors may from time to time, specify. At each Annual Meeting, the Treasurer shall present a report on the financial condition of the Chapter.

SECTION 7: **Immediate Past President** – The Immediate Past President shall serve as a general advisor to the Officers and Directors and shall perform such duties as the President or the Board of Directors may require.

Section 8: **Removal, Resignation and Vacancy** - Any Officer may be removed for cause, including the incapacity to act, by the majority vote of the members provided there is a quorum present at the meeting at which such action is taken. The person subject to removal shall be given reasonable notice of the location, date, time and purpose of an meeting where removal from office shall be put to a vote. An Officer may resign at any time by delivering written notice to the Board of Directors or President (unless it is the President who is resigning), or to the general body (if presented at a Regular Meeting). In the event that any seat is vacated by an Officer prior to the normal term expiration, the vacant seat shall be filled by the Nominating Committee pursuant to Section 2 of Article IX.

**ARTICLE VIII
DELEGATE MEMBER**

SECTION 1: **The National Bar Association Annual Convention** - The NAPIER-LOOBY BAR ASSOCIATION, as an affiliate of the National Bar Association, shall be represented at the National Bar Association Annual Convention, by a delegate member.

SECTION 2: **Delegate Member** - The delegate member shall be the President of the Association unless the President cannot serve in that capacity. In such case, the delegate member shall be appointed by the President. Subject to the discretion of the Board, the delegate member may have his or her expenses for such Annual Convention reimbursed by the Association in such manner and amounts as the Board of Directors may approve.

SECTION 3: **Alternate Delegate** - The Board of Directors shall appoint at the same time and in the same manner, an alternate delegate member, who shall serve in the absence of the delegate member of the Association.

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SECTION 4: **Instruction of Delegate Member** - The delegate member and the alternate delegate member must be fully informed and instructed, so that they can properly represent the Association in the deliberations of the National Bar Association's Annual Convention. Further, the delegate member is responsible for casting the Association's affiliate vote and any other votes to which the Association is entitled based on the number of Association members registered at the Convention.

**ARTICLE IX
COMMITTEES**

SECTION 1: **Committees** - In addition to such other committees as the President or Board of Directors may from time to time authorize or appoint, there shall be the following standing committees: Nominating Committee, Finance Committee, Community Outreach Committee, Student Outreach Committee, Legislative/Judicial Affairs Committee and Programs/Events Committee.

SECTION 2: **Nominating Committee** - The Nominating Committee shall be a committee of five (5) members, four (4) of whom shall be elected by and from the membership at large, and the remaining member shall be the Immediate Past President of the Association. The Nominating Committee members shall be chosen at the Annual Meeting and shall take office, for one (1) year, immediately at the close of the Annual Meeting. The duties of the Nominating Committee shall be to:

- a) Maintain a current list of potential candidates to insure the best possible slate of Officers and Directors for the Association;
- b) Present a slate to the Annual Meeting which will include nominations for the following:
 - (i) Members of the Board of Directors
 - (ii) Members of the Nominating Committee
 - (iii) Officers

Vacancies occurring on the Board of Directors between the Annual Meeting of the members shall be filled by election of the Board from a slate submitted by the Nominating Committee. Three (3) members of the Board may petition the Nominating Committee to consider a name or names, for nomination.

SECTION 3: **Finance Committee** - The members of the Finance Committee shall consist of the Treasurer, who shall be the Chair of the committee and other members of the Association as selected by the general body, selected by the Chair or appointed by the President of the Association. The Finance Committee shall be responsible for preparing the annual budget of the Association, which shall be presented to the Board of Directors. It shall consult with the Board

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of Directors on the financial and administrative needs of the Association and shall assist in planning fundraising events for the Association.

SECTION 4: Community Outreach Committee – The Community Outreach Committee shall be responsible for planning workshops and aiding and assisting the community.

SECTION 5: Student Outreach Committee – The Student Outreach Committee shall be responsible for aiding historically disadvantaged students of all ages interested in law, and assisting them on their path to become attorneys.

SECTION 6: Programs/Events Committee – The Program/Events Committee is responsible for planning and coordinating programs and events designed to promote the Association within the greater professional and political community and increase the visibility of the Association. The Programs/Events Committee is also responsible for presenting Continuing Legal Education programs on behalf and for the benefit of the Chapter. The President-Elect shall serve as the Chair or Co-Chair of this committee.

SECTION 7: Legislative/Judicial Affairs Committee – The Legislative/Judicial Affairs Committee shall be responsible for identifying legislative issues that impact upon the legal profession and issues that affect diversity on the judicial bench and bringing such issues to the Association for consideration. The Legislative/Judicial Affairs Committee shall develop and implement strategies to ensure that the Association is an active and influential participant in the legal and political processes that affect African-American citizens.

SECTION 8: All Other Committees - Appointments to standing committees, except for the Nominating Committee, shall be made by the President following the Annual Meeting. Each standing committee shall consist of a chair, who shall report to the Board of Directors, and such other members as the President may deem necessary, one of whom shall act as the secretary of the committee.

Special Committees shall be established as necessary, by the President or the Board of Directors, their members to be appointed by the President. In the absence of contrary direction by the Board, the members of Special Committees need not be members of the Board of Directors. Special Committees shall be dissolved when their work has been completed.

SECTION 9: Terms of Committee Membership and Committee Procedures - Unless otherwise determined by the Board of Directors or the Executive Committee, the members of all committees shall hold office from the date of election or appointment to the next Annual Meeting and the election or appointment and installation of their successors. Any member of any committee who shall be absent from three (3) consecutive meetings without having been excused by the Chair of such committee shall be deemed to have resigned.

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Vacancies in the membership of any committee shall be filled by the Chair of such committee and/or President.

The majority of the members of any committee shall constitute a quorum authorized to conduct the business of the committee. Meetings of each committee may be called by its Chair, by the President or upon the request of any two (2) members of the committee on two (2) days notice to the members of such committee by e-mail or other telephonic means. The Executive Committee shall cause minutes of its meetings to be kept, which minutes shall be submitted to the Board of Directors at its next succeeding meeting. Each committee shall have the power to adopt its own rules of procedure.

**ARTICLE X
PARLIAMENTARY AUTHORITY**

The latest edition of Robert's Rules of Order, Revised shall govern the NAPIER-LOOBY BAR ASSOCIATION, except where it is not consistent with these By-Laws or with the governing documents of the National Bar Association.

**ARTICLE XI
AMENDMENTS**

These By-Laws may be altered, amended or repealed and wholly replaced by a majority vote of the members present at a properly called meeting of the general body, provided that notice of the intention to amend is submitted to the membership at least thirty (30) days prior to the meeting at which the amendments are to be voted upon.

**ARTICLE XII
MISCELLANEOUS**

SECTION 1: Fiscal Year - The fiscal year of the NAPIER-LOOBY BAR ASSOCIATION shall be from January 1 of each year and shall end on December 31 of each year.

SECTION 2: Audit - Financial transactions of the NAPIER-LOOBY BAR ASSOCIATION and its books and accounts shall be audited annually by an independent certified public accountant or firm of certified public accountants selected by the Board of Directors.

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SECTION 3: **Checks** - All checks, drafts and orders for the payment of money by the NAPIER-LOOBY BAR ASSOCIATION shall be signed by such officers or agents with such number of signatures, as the Board of Directors or the Executive Committee may specify by resolution.

SECTION 4: **Bank Account** – All accounts shall be opened in the name of the Association and funds shall be disbursed by the Treasurer as authorized by the Board, the Executive Committee or the general body of the Association.

SECTION 5: **Bond** - The Board of Directors may require the Treasurer or any other officer, agent or employee of the Association to give a bond of the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board shall specify.

SECTION 6: **Delegation of Powers** - In case of the absence of any director, officer or agent of the Association, the Board of Directors may, without removal of said officer or director, delegate his or her powers and duties to any other suitable person selected by the Board for such period as the Board deems proper, subject however, to any limitations herein contained and only to the extent permitted by law.

SECTION 7: **Conformance** - These By-Laws conform to the substantive provisions of the By-Laws of the National Bar Association, and, in any event, shall not conflict with such By-Laws and the Tennessee Non-Profit Corporation Act codified at § 48-51-101 et. seq. of the Tennessee Code Annotated.

SECTION 8: **Dissolution** – The existence of the Association shall be perpetual. However, in the event of the Association’s dissolution, the distribution or liquidation of all properties and assets of the Association shall be in accordance with the laws of the State of Tennessee. In the event of dissolution, property and assets of the Association shall be distributed to an organization with similar purposes and goals.

SECTION 9: **Effective Date** - These By-Laws shall become effective _____, 2009 if approved by the Board of Directors and the membership of the Association.

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We hereby affirm that these By-Laws are properly adopted by a majority vote of the membership, rescinding all previous versions of the By-Laws of this Chapter, effective immediately.

Isaac T. Conner

President
(Printed Name)

s/ Isaac T. Conner

President's Signature

September 29, 2009

Date