

# **By-laws of The Boston Inn of Court**

## **Article I. General.**

### ***Section 1. Purpose.***

The purposes of The Boston American Inn of Court are set forth in its Organizational Charter issued by the American Inns of Court Foundation.

### ***Section 2. Principal Location.***

The Boston American Inn of Court shall be located in the city of Boston, Suffolk County, in the Commonwealth of Massachusetts.

## **Article II. Organization.**

### ***Section 1. The Executive Committee.***

The Executive Committee is composed of the officers of the Inn, the chairs of the various committees formed by the Executive Committee, and the Cabinet, plus such other members in good standing nominated by the co-Presidents and elected by the Executive Committee. The duties of the Executive Committee, and its members, are set forth in the Organizational Charter, as set forth herein and as otherwise established from time to time by the co-Presidents with the approval of the Executive Committee.

- A. The Executive Committee shall establish the dues structure, select the annual banquet speaker, appoint the President-Elect, and make such logistical and other decisions as may be required to operate the Inn.
- B. The Executive Committee will generally meet immediately before the regular meetings of the Inn.
- C. Individuals joining the Executive Committee shall commit to at least two years of participation on the Executive Committee.
- D. Term Limits: Members of the Executive Committee who are not members of the judiciary shall belong to the Executive Committee for not more than six consecutive years following the adoption of the Organizational Charter and By-laws unless elected as an officer.

### ***Section 2. The Officers.***

The officers of the Inn shall be a lawyer co-president, a judge co-president, a secretary and a treasurer, and such other officers as the Executive Committee deem necessary. The officers are selected by the Executive Committee in accordance with the Organizational Charter of the Inn.

A. Lawyer Officers

1. Co-President: co-CEO of the Inn; co-chair of Cabinet and Executive Committees. The co-president shall preside at all Inn functions; insure that the Inn adheres to its charter and by-laws, and the policies and resolutions promulgated by the AIC and the Inn Executive Committee; insure that the officers and Executive Committee members perform their duties; send out the annual dues notices; oversee the work of Directory Supervisor and Web Administrator; serve as the contact person for the AIC and the board of trustees; and generally provide leadership and guidance to the officers and member of the Inn. The co-President shall, with the Secretary and the Membership Committee, update and maintain annual and permanent membership rosters of active and alumni members of the Inn, including the full address, telephone number, fax number, e-mail address, and membership category of each member; and disseminate meeting (Executive Committee and Inn) and other notices. With the assistance of the Secretary and the Membership Committee, the co-President shall submit the membership roster as early in the Inn year as possible to the national office so that current members can receive *The Bencher*;
2. President-Elect: Chair of Membership Committee; assumes such tasks as are delegated by the co-Presidents; and generally insures a smooth transition in leadership from year to year.
3. Immediate Past President: Chair of Logistics Committee, also mentors co-Presidents and President-elect and participates in cabinet and executive committee; prepares and maintains Orientation Package and Calendar To-Do List; and generally assists in ensuring leadership transition.
4. Secretary: keeps minutes and records; maintains addresses of all members; maintains records of attendance; fills out the annual Inn self-evaluation using the form provided by the AIC; returns the Leadership Information Update to the AIC as soon as new leaders are selected, preferably by the last Inn meeting of the year and not later than June 30<sup>th</sup>; and delivers and collects nametags at each meeting. With the co-Presidents and the Membership Committee, the Secretary shall also update and maintain the annual and permanent membership rosters of active and alumni members of the Inn, including the full address, telephone number, fax number, e-mail address, and membership category of each member. With the Membership Committee, the Secretary shall assist the co-President in submitting the membership roster as early in the Inn year as possible to the national office so that current members can receive *The Bencher*.
5. Treasurer: prepares budget; maintains all financial accounts; keeps track of monies; pays bills, including dues to the AIC; collects dues; and

follows up on members who have not paid their dues and/or their guests. The treasurer will render a detailed written accounting to the Executive Committee at least quarterly.

B. Provisions Applicable To Lawyer Officers

1. The term of office for each lawyer officer is one year. The Secretary and Treasurer may be reappointed for additional one-year terms.
2. The Executive Committee shall select and announce the officers for the following year in March.
3. Except in extraordinary circumstances, the President-Elect will assume the office of President at the annual meeting at the end of the year of service as President-elect and the incumbent President will then become Immediate Past President.
4. To be eligible to become an Officer, a lawyer must be a member in good standing of the Boston Inn of Court and must have been a member of the Executive Committee for at least one year prior to becoming an officer.

C. Judicial Officers

1. Co-President: co-CEO of the Inn; co-Chair of Cabinet and Executive Committees.
2. Immediate Past Co-President: Co-Chair of the Program Committee; also mentor officers and serve on Executive Committee and Cabinet.

D. Provisions Applicable To Judicial Officers

1. The term of the Judge co-President and the Immediate Past Co-President shall be one year. Judge Co-Presidents may be reappointed for additional non-consecutive terms.
2. To be eligible for appointment as co-President, a Judge must have been a member in good standing of the Boston Inn of Court for at least one year prior to taking office.

E. Cabinet The officers of the Inn plus the chairs (or co-chairs) of the Logistics, Program and Membership committees shall be the cabinet. The cabinet will meet during the summer and at such other times as called by the co-Presidents to plan for the year's activities and to deal with other necessary matters.

***Section 3. Committees.***

The Executive Committee may establish standing and ad hoc committees from time to time from among the active members of the Inn, and from time to time may change or discontinue committees.

- A. Unless otherwise changed by a majority vote of those members of the Executive Committee present at a meeting duly called for that purpose, the Executive Committee of the Inn will have three standing committees—a Program Committee, a Logistics Committee, and a Membership Committee. Except as provided above, the Co-Presidents shall appoint the chairs and members of each standing committee. The duties of each committee shall be as follows:
1. Program Committee: The Program Committee shall oversee, develop and approve program topics for Inn meetings; announce program structure for the year, prior to the first meeting; select topics and assign them to the Teams; insure that program descriptions are sent to the President two weeks prior to meeting for inclusion in the monthly meeting notice; monitor program preparation by the Teams from week to week to insure readiness; supervise and consult with the Teams as necessary while they develop the details of their programs; distribute and tally program evaluation forms; collect and submit programs with a completed Program Report form to the AIC by March 31<sup>st</sup>; and generally direct the educational component of the Inn.
  2. Membership Committee: The Membership Committee shall solicit and review applications and make recommendations to the Executive Committee for membership in the Inn; create a waiting list of potential members that have been suggested by current members; shall maintain records of attendance and oversee attendance in accordance with Article IV, Section 2 of these By-laws; and shall assign members to Teams. With the lawyer co-President and the Secretary, the Membership Committee shall update and maintain annual and permanent membership rosters of active and alumni members of the Inn, including the full address, telephone number, fax number, e-mail address, and membership category of each member.
  3. Logistics—The Logistics Committee shall arrange locations for Inn meetings; plan the annual banquet and the midyear party; and generally assume such logistical and other tasks that may arise during the course of the year and the operation of the Inn as may be assigned by the Co-Presidents.
- B. The Inn may have such Special Committees and Executive Positions (such as Web Administrator and Directory Supervisor) as determined by the co-Presidents who shall appoint Chairs and members of any such Special Committee.

Committees may create ad hoc sub-committees, as appropriate.

***Section 4. Pupillage Teams.***

All active members will be assigned to a Team by the Membership Committee. Each team shall be co-chaired by a Judicial Member and a member of the Executive Committee. The Teams shall be reassigned annually.

**Article III. Membership.**

***Section 1. Active Members.***

There are the following classifications of members in the Boston American Inn of Court, and as set forth below:

**Masters of the Bench (Benchers)**—lawyers with at least 10 years of experience;

**Members of the Judiciary**—consisting of persons who are sitting members of the state or federal judiciary, or who are retired from the judiciary but not engaged in the practice of law or as a private arbitrator or mediator.

**Barristers**—lawyers with five to ten years of experience;

**Associates**—lawyers with zero to five years of experience;

**Law Professors**—persons who are employed full-time by an accredited law school.

**Public Sector Attorneys**—persons who are employed full-time by the federal, state, or local government, or any agency thereof.

**Pupils**—full-time or cooperative law students.

***Section 2. Inactive Members.***

The Executive Committee may confer Emeritus and Honorary memberships as set forth in the Organizational Charter.

**Article IV. Meetings and Attendance.**

***Section 1. Meetings.***

Meetings shall be held at least six times per year at such times as the Executive Committee may determine. The Inn shall endeavor to have at least one social event per year wherein members may invite guests.

***Section 2. Attendance***

The Membership Committee shall monitor attendance at meetings and shall submit the names of those who have three absences to the Executive Committee. In the discretion of the Executive Committee, any non-participating member may be contacted by the Membership Committee in order to determine if he/she wishes to remain in this American Inn of Court, and in the event another absence occurs, this member will be dropped from the rolls and all dues will be forfeited.

**Article V. Voting and Elections.**

*Section 1. Masters of the Bench (Benchers).*

With the exception of Emeritus and Honorary Masters of the Bench, each Inn member shall be entitled to one vote on all matters submitted to the Inn. A majority of voting Inn members shall constitute a quorum for the transaction of business. Every act done or decision made by a majority of the Inn members in attendance at a meeting shall be regarded as the act of all the Inn members.

*Section 2. Executive Committee.*

Each member of the Executive Committee shall be entitled to one vote on all matters submitted to the Committee. In the event of a tie, the President shall have the deciding vote. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Every act done or decision made by a majority of the members in attendance at the meeting called for that purpose shall be regarded as the act of the entire Committee.

*Section 3. Elections.*

The nomination and election of the co-Presidents will occur annually during March at a meeting of the Executive Committee. Selection of these and other officers shall be in accordance with the Organizational Charter. Selection of other officers shall also occur annually in the March meeting of the Executive Committee.

*Section 4. Vacancies.*

When a position as an officer, committee chair or master chair becomes vacant, the procedures for election and selection of officers and chairs shall be followed when the vacancy occurs; however, the duration of the vacant position shall not be counted against the new officer or chair in regards to any maximum term of service.

**Article VI. Fiscal Matters.**

*Section 1. Fiscal Year.*

The fiscal year of The Boston American Inn of Court shall be the same as the fiscal year of the American Inns of Court Foundation which is from July 1 to June 30 of each year.

*Section 2. Dues.*

Dues shall be in an amount consistent with the Organizational Charter and shall be levied by the Treasurer during the month of September of each year. Failure to pay assessments and dues prior to the third meeting of the Inn year and after reasonable notice may be considered by the Cabinet of the Executive Committee as grounds to terminate membership of the person in default.

***Section 3. Expenses.***

This American Inn of Court shall pay all expenses in accordance with the *Leadership Handbook*, which includes payment to help pay the cost for one or more officers to attend the National Conference of the American Inns of Court Foundation and payment to an administrator in an amount not inconsistent with the guidelines established in the *Leadership Handbook*.

**Article VII. Adoption and Amendments.**

***Section 1. Adoption.***

These By-laws will be adopted by the Boston Inn of Court upon approval by a majority of the Executive Committee of the Boston Inn of Court and after being submitted to and approved, in writing, by the Board of Trustees of the American Inns of Court Foundation. The Executive Committee may make valid decisions by voting by mail, facsimile, electronic mail, or other means when deemed necessary by the Executive Committee or the President.

***Section 2. Amendments.***

Amendments to these By-laws may be made by a majority of the Executive Committee of the Boston Inn of Court and must be submitted to and approved, in writing, by the Board of Trustees of the American Inns of Court Foundation. The Executive Committee may make valid decisions by voting by mail, facsimile, electronic mail, telephone or other means when deemed necessary by the Executive Committee or the President.

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**Adoption:** These By-laws were adopted pursuant to vote of the majority of the Boston American Inn of Court Executive Committee, January 9, 2006, unanimous vote of those members of Boston American Inn of Court present at the monthly meeting on February 13, 2006, and approved by the Board of Trustees of the American Inns of Court Foundation, as communicated by Swing Harre, Director of Chapter Relations, March 24, 2006.