

BYLAWS of THE C.H. FERGUSON-M.E. WHITE AMERICAN INN OF COURT

ARTICLE I

Section 1.

Name. The name of this association is THE C.H. FERGUSON-M.E. WHITE AMERICAN INN OF COURT (the "Inn").

ARTICLE II Fiscal Year and Inn Year

Section 1. Fiscal Year. The fiscal year of the Inn shall be July 1 through June 30.

Section 2. Inn Year. The Inn Year shall be the same as the fiscal year.

ARTICLE III Members

Section 1. General Qualifications. Membership in the Inn is open to all members in good standing of the bar of any state, and to law professors and law students, who are interested in furthering the purposes of the American Inns of Court. Members must be nominated by the Membership Committee and approved by the Board of Directors.

Section 2. Types of Memberships and Specific Qualifications.

(a) Masters of the Bench (Benchers): Members who are federal or state judges in active status or who are retired but not actively engaged in the practice of law.

(b) Academic Masters: Members who are full-time faculty members of an ABA-accredited law school.

(c) Masters: Members admitted to the practice of law for at least 15 years at the beginning of their term of membership.

(d) Barristers: Members admitted to the practice of law for at least five years at the beginning of their term of membership.

(e) Associates: Members admitted to the practice of law for five or fewer years at the beginning of their term of membership.

(f) Students: Members currently enrolled in the study of law at ABA-accredited law schools, to be selected by an Academic Master.

(g) Emeritus: A Bencher, an Academic Master, or a Master whose body of work or contributions warrant special status, in the discretion of the Board of Directors.

Section 3. Terms of Membership.

(a) Masters, Academic Masters, and Benchers shall have indefinite terms.

- (b) Barristers shall have terms of five years.
- (c) Associates shall have terms of three years.
- (d) Students shall have terms of one year.
- (e) Barristers, Associates, and Students must reapply for membership at the end of their terms.

Section 4. Duties of Members.

- (a) Members have a duty (i) to attend each monthly Inn meeting; (ii) to meet as pupillage groups periodically, at times other than the monthly Inn meetings, to foster increased professionalism, legal knowledge, and ethics among each pupillage group's members; and (iii) to participate actively in the meetings of the Inn and of their pupillage groups.
- (b) Emeritus members may attend the monthly Inn meetings.

Section 5. Admission

- (a) Each membership application must be submitted as directed by the Board of Directors.
- (b) The Board of Directors shall select new members based on a majority vote or delegate selection of new members as it deems appropriate. .
- (c) The President shall be responsible for informing successful applicants of the decision of the Board of Directors.

Section 6. Pupilage Groups. The Inn shall be divided into such number of Pupilage Groups as the Board deems appropriate. To the extent possible, each Pupilage Group should consist of at least one Bencher, two Masters, two Barristers, one Associate, and one Student. The composition of each Pupilage Group may vary depending on the overall make-up of the Inn membership, but shall include at least one representative from each membership category. Academic Masters shall be assigned to Pupilage Groups. Assignments of individual members to Pupilage Groups shall be made by the Board of Directors before the beginning of each Inn Year.

ARTICLE IV Meetings

Section 1. Monthly Meetings.

- (a) Meetings. The membership of the Inn shall meet on the second Thursday of each month, beginning in September and ending in May of the Inn Year, unless modified by the Board of Directors. The meetings shall be held at a place designated by the Board of Directors.
- (b) Suggested Format. It is suggested that gathering for the meeting begin at 5:30 p.m.; that attendance taken, announcements made, and business conducted at 6:30 p.m.; that dinner begin at 6:30 p.m.; that presentations and discussion by 7:00 p.m.; and that the meeting conclude by 8:00 p.m. The format may be altered by the Board of Directors or by the President as and when appropriate.

(c) Conduct of Meetings. The President shall preside over all meetings. If the President is not present, the President-Elect or another member of the Board of Directors selected in advance by the President shall preside. The Counselor shall take attendance, and the President shall make announcements and conduct business, immediately before dinner. Following dinner, a presentation shall be given by one of the Pupilage Groups.

Section 2. Notice of Meetings. Notice of the monthly meeting shall be given by the Counselor of the Inn. Unless expressly cancelled in writing, the monthly meeting of the Inn shall take place even in the absence of notice.

Section 3. Attendance.

(a) Policy. As part of their duties as members of the Inn, members are expected to attend all monthly Inn meetings and to miss meetings only when necessary to avoid dereliction of professional or personal responsibilities.

(b) Substitutes. Each member is encouraged to designate and send another judge, professor, attorney, or law student as a substitute to any meeting from which the member must be absent.

(c) Resignation for Excessive Absences.

(1) A member who has been absent from three or more monthly meetings in one Inn Year and who has not sent a substitute to at least one of those missed meetings may be asked to tender his or her resignation at the conclusion of that Inn Year.

(2) A member who has sent a substitute to one or more meetings from which the member has been absent but who nonetheless has been absent from four or more monthly meetings in one Inn Year may be asked to tender his or her resignation at the conclusion of that Inn Year.

(3) The Board of Directors, upon a member's application and a showing of extenuating circumstances, may in its discretion waive the required resignation under subparagraph (1) or (2) above.

Section 4. Guests. Guests, within reason, shall be permitted to attend monthly meetings.

ARTICLE V Officers

Section 1. Officers. The Officers shall be a President, a President-Elect, a Secretary, a Counselor, and a Treasurer. No person shall hold more than one office in any Inn Year. Officers shall hold office for the entire Inn Year for which they are elected.

Section 2. Nomination; Election. The Officers of the Inn shall be nominated by the Nominating Committee and elected by the members of the Inn. Nominations of Officers for the following Inn Year should be announced at the March meeting of the Inn, and elections should be held at the April meeting.

Section 3. Vacancies. If a vacancy occurs in an office during an Inn Year, the Board of Directors shall select a member to fill the vacancy.

Section 4. Salaries. The Officers of the Inn shall not be entitled to salaries or other compensation.

Section 5. President: Powers and Duties.

(a) The President shall be the chief executive officer of the Inn and shall have general supervision of Inn business.

(b) The President shall preside at all meetings of members and at all meetings of the Board of Directors, and shall discharge the duties of the presiding officer.

(c) The President shall sign and make all contracts and agreements in the name of the Inn.

(d) The President shall see that any books, reports, statements, and certificates required by law are properly kept, made, and filed.

(e) The President shall endorse these Bylaws and perform all the duties incident to the position and office that are required by law.

(f) The President shall perform all other duties as the Board of Directors may from time to time assign.

Section 6. President-Elect: Powers and Duties.

(a) The President-Elect shall become president at the expiration of his or her one-year term.

(b) The President-Elect shall, in the absence of the President, perform the duties and exercise the powers of the President.

(c) The President-Elect shall perform all other duties as the Board of Directors or the President may from time to time assign.

Section 7. Counselor: Powers and Duties.

(a) The Counselor shall take attendance at each meeting of the Inn, and shall maintain attendance records. The Counselor shall advise a member who is absent from a meeting of the attendance requirements of the Inn.

(b) The Counselor shall perform all other duties as the Board of Directors or the President may from time to time assign, including keeping up to date with the requirements of the American Inns of Court Management System or its successor.

(c) The Counselor shall maintain membership records and records of the terms of each member.

Section 8. Secretary.

(a) The Secretary shall keep the minutes of the meetings of the Board of Directors, and shall be responsible for distributing copies of the minutes as appropriate.

(b) The Secretary shall be the custodian of such records of the Inn as the Board may designate.

(c) The Secretary shall perform all other duties as the Board of Directors or the President may from time to time assign.

Section 9. Treasurer: Powers and Duties.

(a) The Treasurer shall have custody of all Inn funds.

(b) The Treasurer shall keep full and accurate accounts of receipts and disbursements, and shall deposit all Inn monies and other valuable effects in the name and to the credit of the Inn in a depository or depositories designated by the Board of Directors.

(c) The Treasurer shall disburse the funds of the Inn and shall render to the President or the Board of Directors, whenever requested, an account of all transactions and of the financial condition of the Inn.

(d) The Treasurer shall keep correct books of account of all of the Inn's business and transactions and such other books of account as the Board of Directors may require.

(e) The Treasurer shall perform all other duties as the Board of Directors or the President may from time to time assign.

Section 10. Delegation of Duties. Whenever an Officer is absent, or when the Board of Directors deems necessary, the Board of Directors may delegate the powers or duties of an Officer to any other Officer or Officers, member of the Board of Directors, or regular Inn member.

ARTICLE VI Board of Directors

Section 1. Membership. The Board of Directors shall consist of nine members, which shall include the President, President-Elect, Counselor, Secretary, Treasurer, Immediate Past President, and three members of the Inn.

Section 2. Nomination; Election. The Directors of the Inn shall be nominated by the Nominating Committee and elected by the members of the Inn. Nominations of Directors for the following Inn Year should be announced at the March meeting of the Inn, and elections should be held at the April meeting.

Section 3. Powers. The Board of Directors shall have the powers as set forth in these Bylaws and shall serve as the governing and policy-making body of the Inn.

Section 4. Meetings. The Board of Directors shall meet from time to time during each Inn year to oversee Inn activities, plan future activities, take action on various membership and attendance issues, and for other business.

Section 5. Voting. All actions of the Board of Directors shall be by majority of the members present at a duly called meeting.

ARTICLE VII Committees

Section 1. Committees. The President, after consulting with the Board of Directors as may be appropriate, shall appoint a Nominating Committee, and may establish other committees and appoint the members of such other committees. The Chair of each committee shall be a member of the Board of Directors.

Section 2. Nominating Committee. A Nominating Committee shall be appointed to nominate officers and directors of the Inn. The President-Elect shall be the Chair of the Nominating Committee.

Section 3. Membership Committee. A Membership Committee may be appointed. The President may be the Chair of the Membership Committee, or may appoint another member of the Board of Directors as the Chair. The President may appoint the members of the Membership Committee, which may be all of the members of the Board of Directors.

Section 4. Program Committee. A Program Committee may be appointed. The President may be the Chair of the Program Committee, or may appoint another member of the Board of Directors as the Chair. The President may appoint the members of the Program Committee, which may be all of the members of the Board of Directors.

ARTICLE VIII Nonprofit Operations

Section 1. Ownership. The Inn will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Inn will be distributed to its members, directors, or officers without full consideration. No member of the Inn has any vested rights, interest, or privileges in or to the assets, property, functions, or activities of the Inn.

Section 2. Political Activities. No substantial part of the activities of the Inn shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the Inn shall not participate in or intervene in (including publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Unauthorized Activities Generally. Notwithstanding any provision in these Bylaws, the Inn shall not engage in any activity or exercise any powers that are not in furtherance of the purposes of the American Inns of Court.

ARTICLE IX Special Corporate Acts

Section 1. Execution of Written Instruments. Unless otherwise specifically determined by the Board of Directors, or otherwise required by law, formal contracts of the Inn, promissory notes, deeds, leases, assignments, and any other evidence of indebtedness of the Inn, or any other instrument and document shall be executed, signed, or endorsed by the President of the Inn. No officer or agent of the Inn, either singly or jointly with others, shall have the power to make payable any bill, note, check, draft or warrant, or other negotiable instrument, or endorse the same in the name of the Inn, or contract or cause to be contracted any debt or liability in the name of or on behalf of the Inn, except as herein expressly prescribed and provided.

ARTICLE X Amendments

Section 1. Amendment. The power to amend or repeal the Bylaws or to adopt new Bylaws is reserved to the Benchers, Academic Masters, and Masters of the Inn.

Original By-Laws enacted 1990; revised 2004; revised 2019