

BY-LAWS OF THE BOSTON AMERICAN INN OF COURT

ARTICLE I. GENERAL.

Section 1. Purpose.

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

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.

Section 3. Chapter Status

The Inn is a chapter of the AIC and shall adhere to its Organizational Charter, the By-Laws, and the policies and resolutions promulgated by the AIC and the Inn’s Masters of the Bench and its Executive Committee.

ARTICLE II. ORGANIZATION.

Section 1. The Executive Committee.

- A. The Executive Committee is composed of the officers of the Inn, the chairs of the various committees formed by the Executive Committee, plus such other members in good standing nominated by the Co-Presidents and elected by the Executive Committee. To the extent possible, the Executive Committee should include at least one Associate Member.
- B. 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.
- C. Individuals joining the Executive Committee shall commit to at least two years of participation.
- D. The Executive Committee shall establish the dues structure, nominate the officers to be approved by the Masters of the Bench, and make such logistical and other decisions as may be required to carry on the mission of the Inn.
- E. The Executive Committee will generally meet immediately before the regular meetings of the Inn.

Section 2. The Officers.

A. Provisions Related to all Officers

1. The officers of the Inn shall be a lawyer Co-President, a judicial Co-President, a Secretary, a Treasurer, a Web Administrator, an Achieving Excellence Officer, a Program Chair, and such other officers as the Executive Committee deems necessary. The officers shall be selected by the Executive Committee in accordance with the Organizational Charter of the Inn and approved by the Masters of the Bench members in accordance with Article V, § 1.C of these By-Laws. To be eligible to become an Officer, a lawyer must be a member in good standing of the Inn and must have been a member of the Executive Committee for at least one year. Inn Presidents and Presidents-Elect must be Masters of the Bench.
2. The terms of all officers of the Inn shall be two years, with the exception of (a) the President-Elect, who shall serve for one year, and (b) the judicial Co-President, who may serve for two years.
3. Co-Presidents may be re-elected for additional terms, provided that they shall not serve consecutive terms.
4. Officers other than Co-Presidents may be re-elected for additional, consecutive two-year terms.
5. Except in extraordinary circumstances, the Co-Presidents-Elect will assume such office at the annual meeting at the end of the year of service of the departing Co-Presidents and the departing Co-Presidents will then become Immediate Past Co-Presidents.

B. Lawyer Officers

1. Co-President: Co-CEO of the Inn; Co-Chair of the Executive Committee. The Co-President shall preside at all Inn functions; insure that the Inn adheres to its Organizational Charter, these By-Laws, 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 the 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 members of the Inn.

The lawyer Co-President shall, with assistance of the Treasurer, the Web Administrator and the Membership Committee, if appropriate, update and maintain annual membership rosters of active and alumni members of the Inn, including the full address, telephone number, fax number, e-mail address (which email address shall accept bulk emails), and membership category of each member; and disseminate notices of meetings (Executive Committee and Inn) and other notices.

With the judicial Co-President, the lawyer Co-President shall assign active members to teams; and appoint judicial and non-judicial Team Leaders.

2. President-Elect: 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: May mentor Co-Presidents and Co-Presidents-Elect and participate in Executive Committee; and may generally assist in ensuring leadership transition.
4. Secretary: Keeps and maintains minutes and records; prepares and updates nametags; and delivers and collects nametags at each meeting.
5. Treasurer: Prepares the budget; maintains all financial accounts; keeps track of monies; pays bills, including dues to the AIC; collects dues; follows up on members who have not paid their dues and/or for meals for their guests; and may, in the discretion of the Co-Presidents, with the Web Administrator and Membership Committee, update and maintain annual and permanent membership rosters of active and alumni members of the Inn. The Treasurer will render a detailed written accounting to the Executive Committee on a monthly basis.
6. Web Administrator: Maintains the Inn's website; updates its content and functions; educates the in-coming Co-Presidents on the use and functions of the website; coordinates with the AIC concerning the website and its operation; and may, in the discretion of the Co-Presidents, with the Treasurer and/or Membership Committee, update and maintain annual and permanent membership rosters of active and alumni members of the Inn.
7. Achieving Excellence Officer: Responsible for reporting on the requirements of the Achieving Excellence Program to the Executive Committee as well as the Inn's compliance therewith and undertakes such other steps as are necessary for the Inn to participate in said Program.
8. Program Chair: Chairs the Program Committee; with the Committee, selects proposed topics for team presentations every year; and researches and compiles materials relative to proposed topics to assist teams in developing and preparing their presentations

C. Judicial Officers

1. Co-President: Co-CEO of the Inn; Co-Chair of Executive Committee. Assists in the recruitment of judicial members. With the lawyer Co-President, the judicial Co-President shall assign active members to teams; and appoint judicial and non-judicial Team Leaders.
2. Immediate Past Co-President: May mentor Co-Presidents and Co-Presidents-Elect and participate in Executive Committee; and may generally assist in ensuring leadership transition.

3. *Provisions Applicable To Judicial Officers*

To be eligible for appointment as Co-President, a Judge must have been a member in good standing of the Inn for at least one year prior to taking office.

Section 3. Committees.

- A. 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.
- B. *Standing Committees.* 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 the following committees: a Program 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; insure that program descriptions are sent to the President two weeks prior to each meeting for inclusion in the monthly meeting notice; monitor program preparation by the teams 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; 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 concerning membership in the Inn, including strategies for increasing membership, if appropriate; create a waiting list of potential members that have been suggested by current members, if applicable; organize an annual orientation for new members; and maintain records of attendance and oversee attendance in accordance with Article IV, Section 2 of these By-Laws. In the discretion of the lawyer Co-President, the Membership Committee may work with the Web Administrator and/or Treasurer to update and maintain annual and permanent membership rosters of active and alumni members of the Inn.
- C. *Ad Hoc Committees.* The Inn may have such ad hoc committees as determined by the Co-Presidents, who shall appoint chairs and members of any such ad hoc committee.

Section 4. Pupillage Teams.

- A. All active members will be assigned to a team by the Co-Presidents, who will also assign team leaders. Each team shall be co-chaired by a Judicial Member and another member who is a Master of the Bench. The teams shall be reassigned annually.

ARTICLE III. MEMBERSHIP.

Section 1. Active Members.

The members in the Boston American Inn of Court shall be classified as set forth below:

- A. Members of the Judiciary: 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.
- B. Masters of the Bench (Benchers): lawyers with at least ten years of experience. Members of the Judiciary are also Masters of the Bench.
- C. Barristers: lawyers with six to ten years of experience.
- D. Associates: lawyers with zero to five years of experience.
- E. Law Professors: persons who are employed full-time by an accredited law school.
- F. Public Sector Attorneys: lawyers who are employed full-time by the federal, state, or local government, or any agency thereof.
- G. 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.

Section 3. Approval of New Members.

The Executive Committee shall notify the Masters of the Bench of all new member applicants to the Inn and the Masters of the Bench shall vote on the admission of each such new member. Such notification and voting may be done electronically and may be done with such frequency as the Co-Presidents decide is reasonably practicable

Section 4. Mentoring of Pupil Members.

Professional mentoring is an important part of the Inn's mission, both for the Inn's younger and more experienced members. A goal of the Inn is for less experienced lawyers to develop meaningful relationships with more experienced team members, leading to formal and informal mentoring opportunities throughout the year. Mentoring relationships are encouraged through - among other things - efforts to structure teams to include members from a full range of backgrounds, legal practice areas, and years of professional experience. Team Leaders are also encouraged to foster mentoring relationships within each team during the Inn year.

Section 5. Exclusion of Certain Individuals from Membership.

Any lawyer who is in good standing with the Supreme Judicial Court, including active, inactive, retired, judicial status and clerk status, and any enrolled law student, shall be eligible to become a member of the Inn, subject to any limits that may be imposed on total Inn membership; provided, however, that any lawyer who has been convicted of a felony may be rejected for membership.

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.

Section 2. Attendance

Members are expected to provide notice to the Co-Presidents at least seven days prior to each meeting as to whether or not they will attend the meeting. Such notice shall take the form specified by the Co-Presidents and shall - to the extent possible - be provided using the American Inn of Court website's RSVP program.

Section 3. Presentations

- A. Each team shall prepare a presentation for a specific Inn meeting designated by the Program Committee. The presentation shall be consistent with the annual topic designated by the Program Committee.
- B. In most circumstances, team presentations should educate the Inn on the ethical and legal issues involved in or implicated by the topic and shall be in a form that is both educational and interesting to the audience members of the Inn.

ARTICLE V. VOTING AND ELECTIONS.

Section 1. Masters of the Bench (Benchers).

- A. With the exception of Emeritus and Honorary Masters of the Bench, each Master of the Bench shall be entitled to one vote on all matters submitted to the Inn. A majority of voting Master of the Bench members shall constitute a quorum for the transaction of business. Every act done or decision made by a majority of the Masters of the Bench in attendance at a meeting shall be regarded as the act of all the Masters of the Bench.
- B. The Masters of the Bench may, in their discretion, delegate responsibility for the operation of the Inn to the Executive Committee and shall vote annually, at the first meeting of the year, to determine whether to do so. The aforementioned vote may also be taken

electronically (including via email) or by mail. Approval shall require a majority of the Inn members who are Masters of the Bench.

- C. The Masters shall also vote annually on the election of Executive Committee members and Officers as follows:
1. The Executive Committee shall nominate and announce the proposed officers for the following year in March. Prior to the March meeting, the Executive Committee shall notify the Masters of the Bench members of the officers nominated and the Masters of the Bench members shall vote on whether to elect such officers at the March meeting, if practicable. Such voting may take place electronically at another time if necessary and appropriate.
 2. In the event that any officer nominated by the Executive Committee is not approved by a majority of the Masters of the Bench members, the Executive Committee shall convene prior to the April meeting to nominate an alternate officer; the vote on such alternate officer by the Masters of the Bench members shall take place at the April meeting, if practicable, or may take place electronically at another time if necessary and appropriate.
 3. Such voting may take place electronically if necessary and appropriate.

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 presiding Co-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 of the Executive Committee in attendance at the meeting called for that purpose shall be regarded as the act of the entire Committee.

Section 3. Vacancies.

When a position as an officer or committee chair becomes vacant, the procedures for election and selection of officers and chairs shall be followed to fill such vacancy.

ARTICLE VI. FISCAL MATTERS.

Section 1. Fiscal Year.

The fiscal year of the Inn shall be the same as the fiscal year of the AIC, 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 prior to 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 Executive Committee as grounds to terminate membership of the person in default.

Section 3. Expenses.

The Inn shall pay all expenses in accordance with the American Inns of Courts best practices, which includes payment to help pay the cost for one or more officers to attend an American Inns of Court Leadership Summit and/or other national meeting.

ARTICLE VII. ADOPTION AND AMENDMENTS OF POLICIES.

- A. The Inn shall be empowered to implement and amend such policies as the Executive Committee deems necessary to ensure the smooth operation of the Inn consistent with its mission. This includes, but is not limited to, the following: team participation guidelines/requirements; team leadership responsibilities; the dues structure; and policies and procedures for notifying the American Inns of Court Foundation of any Inn member who ceases to be in good standing with the Supreme Judicial Court.
- B. Any proposed policy shall be presented to the full Executive Committee at least two weeks prior to a vote on its adoption and shall be considered to have been adopted upon approval of a majority of the Executive Committee members present at the meeting at which the policy is presented. The Executive Committee may make valid decisions concerning the adoption of policies by voting by mail, facsimile, electronic mail, or other means when deemed necessary by the Executive Committee or the Co-Presidents.
- C. The Executive Committee shall notify all members of the Inn of any new policy adopted within two weeks of such adoption.
- D. Any policy so approved shall be effective upon the Executive Committee vote in favor of adoption.

ARTICLE VIII. ADOPTION AND AMENDMENTS OF BY-LAWS.

Section 1. Adoption.

These By-Laws will be adopted by the Inn upon approval by a majority of the

Masters of the Bench of the Inn and, after being submitted to and approved, in writing, by the Board of Trustees of the AIC.

The Masters of the Bench may make valid decisions about adoption of or amendments to the By-Laws by voting by mail, facsimile, electronic mail, or other means when deemed necessary by the Masters of the Bench.

Section 2. Amendments.

Amendments to these By-Laws may be proposed by a majority of the Executive Committee of the Inn and, thereafter, a vote of the majority of the Master members which vote may be taken at a meeting or by such other means as the Executive Committee deems appropriate. A vote of the majority of Masters of the Bench attending the meeting at which the vote is taken or responding to such other solicitation for approval as the Executive Committee has utilized shall be deemed a majority for approval of amendments to the By-Laws.

Amendments must be submitted to and approved, in writing, by the Board of Trustees of the AIC. The Executive Committee may make valid decisions by voting by mail, facsimile, electronic mail, telephone or other means when deemed necessary by the Masters of the Bench.

Adoption: These By-Laws were adopted pursuant to a vote of a majority of the Executive Committee of the Boston American Inn of Court on April 27, 2021, and a vote of a majority of those members of Boston American Inn of Court present at the monthly meeting on April 27, 2021. They were approved by the Board of Trustees of the American Inns of Court Foundation, as communicated by Ernest Barrens, Director of Chapter Relations, in April 2021.