

BYLAWS
OF THE
MARYLAND PROFESSIONALISM CENTER, INC.
(A Maryland Nonstock Corporation)

I. **NAME:** The name of this court-related agency of the Maryland Judiciary shall be the “Maryland Professionalism Center” (hereinafter “Center”). The Center was incorporated on October 31, 2012, as the “Maryland Professionalism Center, Inc.”, a nonstock corporation.

II. **AUTHORITY:** The authority of the Center is established by Administrative Order of the Maryland Court of Appeals, dated September 12, 2012, and codified by rules promulgated by the Court of Appeals.

III. **MISSION AND PURPOSES:**

A. **Mission.** The mission of the Center shall be to (1) support and encourage lawyers to exercise the highest level of professional integrity in their relationships with their clients, other lawyers, the courts, and the public, and to fulfill their obligations to improve the law and the legal system; and (2) encourage members of the Judiciary to exhibit the highest level of professionalism and to support lawyers in fulfilling professionalism goals.

B. **Purposes.** The primary purposes of the Center shall be:

1. To explore, and to monitor, the implementation of the professionalism ideals and policies adopted by the Court of Appeals;
2. To examine ways to initiate and recommend actions or rules that promote professionalism among Maryland judges and lawyers; and
3. To provide sustained attention and assistance to the task of ensuring that the practice of law remains a high calling, focused on serving clients, promoting the proper administration of justice, and furthering the public good.

IV. **LOCATION:** The principal office of the Center shall be in the location provided by the Maryland Judiciary.

V. **MEMBERSHIP:** The Board of Directors shall constitute the members of the Center.

VI. BOARD OF DIRECTORS:

A. General Powers. The property and business of the Center shall be managed under the direction of the Board of Directors of the Center.

B. Number and Term of Office. The number of voting directors shall be not less than three (3) and not more than thirteen (13), as determined from time to time by resolution of a majority of the entire Board of Directors. Each director shall hold office until the annual meeting of the Board of Directors in the year in which the term of the class of directors of which he or she is a member expires, and until his or her successor has been duly elected and qualifies, until his or her death, or until the director has resigned or has been removed pursuant to the applicable provisions of these bylaws.

C. Ex officio members. In addition to voting directors, the Executive Director shall be ex officio members of the Board of Directors. The Board of Directors may elect other ex-officio members of the Board. Ex officio members shall have non-voting status.

D. Member Classes. The Board of Directors of the Center shall consist of:

1. A Judge of the Court of Appeals;
2. A Judge of the Court of Special Appeals;
3. A Judge of a Circuit Court;
4. A Judge of the District Court;
5. The Dean of the University of Maryland School of Law or the Dean's designee;
6. The Dean of the University of Baltimore School of Law or the Dean's designee; and
7. Seven (7) practicing members of the Maryland Bar, one from each appellate judicial circuit, giving due regard to ethnic, gender, and experiential diversity.
8. The Executive Director of the Center who shall be an ex officio member.

E. Appointment. The members of the Board shall be appointed by the Chief

Judge of the Court of Appeals.

F. Terms. The following provisions shall govern Board member terms:

1. The Judge of the Court of Appeals serves at the pleasure of the Chief Judge.
2. The term of the other judges shall be three (3) years or during the incumbency of the person as a judge of the court upon which the person was serving at the time of appointment, whichever is shorter;
3. The term of the law school faculty members shall be three (3) years or during the incumbency of the person as a faculty member of the school, whichever is shorter;
4. The term of the other members shall be three (3) years; and
5. Of the initial appointees, four (4) shall be appointed for an initial term of three (3) years, four (4) shall be appointed for an initial term of two (2) years, and four (4) shall be appointed for an initial term of one (1) year, in order that the terms shall remain staggered.

G. Reappointment. A Board member may be reappointed but not serve more than two (2) consecutive full terms. A member who is appointed to fill the unexpired term of a former member may not serve more than eight (8) consecutive years.

H. Vacancies. At the end of a term, a Board member may continue to serve until a successor is appointed.

In the case of any vacancy in the Board of Directors through (1) death, resignation, disqualification, removal or other cause or (2) in the event of the number of directors being increased as provided in these Bylaws, then the Nominating Committee and Chief Judge shall follow the Bylaws procedure to fill the vacancy.

I. Resignation. A Board member may resign, at any time, by giving notice, in writing, to the Chief Judge of the Court of Appeals and the Chair. Such resignation shall take effect on the date specified in the notice. The Chief Judge shall send written confirmation to the member of receipt of the resignation.

J. Absence. Each Board member shall communicate with the Chair, or the Chair's designee, in advance of all Board meetings, stating whether or not he or she

will be able to attend. Any member who is absent without being excused by the Chair or the Chair's designee from three (3) consecutive Board meetings shall be deemed to have resigned due to non-participation, and his or her position shall be declared vacant, unless the Chair, in consultation with the Chief Judge, determines that the member should be retained.

K. Removal. With the approval of the Chief Judge, the Chair, with approval by the Board, may remove a Board member prior to the expiration of the member's term and appoint, from the same category of membership, a successor for the remainder of the unexpired term.

VII. OFFICERS:

A. Chair / President. The Chief Judge of the Court of Appeals shall designate the Chair /President (hereinafter referred to as "Chair"), who shall be the Board member serving as the Judge of the Court of Appeals. In addition to having the authority specified in these Bylaws, the Chair shall develop the agenda for and preside at Board meetings. The Chair shall select and hire the Executive Director for the Center.

The Chair shall be the chief executive officer of the Center and shall exercise general supervision over the affairs of the Center, its officers and personnel consistent with policies established by the Board of Directors and these Bylaws

The Chair may sign and execute all contracts or other obligations in the name of the Center; shall have the general powers and duties of supervision and management usually vested in the office of Chair of a corporation.

B. Vice Chair. The Chair shall designate one of the Board members as Vice Chair, to serve at the pleasure of the Chair. In the absence or disability of the Chair, or upon an express delegation of authority by the Chair, the Vice Chair shall have the authority and perform the duties of the Chair.

C. Secretary. The Chair shall designate one of the Board members as Secretary, to serve at the pleasure of the Chair. The Secretary shall take the minutes of the Board meetings and perform other duties related to the work of the Board as may be assigned.

D. Treasurer. The Chair shall designate one of the Board members as Treasurer who shall supervise and direct (1) the full and accurate account of receipts and disbursements as may be ordered by the Directors and (2) accounting and review of all transactions. The Treasurer shall perform all the duties generally incident to the office of the Treasurer and may sign checks as a second authorized

signature that exceeds One thousand dollars (\$1,000), if so directed by the Board. The Executive Director shall have sole signature authority to sign checks for any disbursement on behalf of the Center in an amount up to One thousand dollars (\$1,000).

E. Additional Officers. The Chair may designate additional officers, including standing and ad hoc committee chairs, as the Chair deems appropriate.

VIII. DUTIES OF THE BOARD:

A. Interview and recommend candidates for the position of Executive Director

B. Establish organizational policies and procedures.

C. Delegate additional responsibilities to the Executive Committee.

D. Oversee the performance of the Executive Director, who shall control the day-to-day management of the Center.

E. Oversee the policies, programs, operations, and personnel of the Center.

F. Propose an annual budget for the Center and transmit the proposed budget to the Chief Judge of the Court of Appeals for review and approval.

G. Establish standards for the procurement of goods and services needed by the Center and the establishment and maintenance of a bank account for the Center.

H. Retain a certified public accountant to perform an annual audit of the books and records of the Center.

I. Develop and refine mechanisms to advance professionalism as an important core value of the legal profession and the legal process.

J. Gather and maintain, on a redesigned website, information which will serve as a resource on professionalism for judges, lawyers, court personnel and members of the public.

K. Stay informed concerning professionalism efforts in jurisdictions outside of Maryland.

L. Plan, implement and monitor, as well as coordinate, professionalism efforts in the Maryland Bar, courts, law schools and law firms, with particular emphasis on professionalism training in the law schools.

M. Monitor the efforts of the Maryland State Bar Association and other associations and committees in carrying out the mandate of the Court of Appeals with respect to advancement of professionalism.,

N. Publicly acknowledge lawyers for acts of professionalism, at least annually.

O. Administer the New Bar Admittees Professionalism Course.

P. Administer the New Bar Admittees Mentoring Program.

Q. Recognize the efforts of lawyers engaged in the Professionalism Course and the Mentoring Program

R. Oversee fiscal integrity of the Center.

IX. COMPENSATION: The members of the Board shall serve without compensation but shall be reimbursed for expenses in connection with travel related to the work of the Center, in accordance with the approved budget of the Center.

X. MEETINGS:

A. Regular Board Meetings. Regular meetings of the Board shall be held at the Center's principal office, at the call of the Chair, but no less than twice a year. Meetings may be held at alternate locations as determined by the Chair.

B. Annual Board Meeting. An annual meeting of the Board shall be conducted during the first quarter of each year, as scheduled by the Chair.

C. Special Board Meetings. Special meetings of the Board may be called by the Chair or by no fewer than three Board members at the time and location and for the purpose(s) specified in the notice.

D. Notice of Meetings.

1. Notice of regular Board meetings shall be in writing, which includes email communications, and shall be sent at least ten (10) days prior to the date of the meeting;

2. Notice of the Annual Board meeting shall be in writing, which includes email communications, and shall be sent at least fifteen (15) days prior to the date of the meeting;

3. Notice of a Special Board meeting shall be shall be in writing, which includes email communications, and shall be sent at least ten (10) days prior

to the date of the meeting.

4. A Board member's attendance at a meeting shall constitute waiver of notice of the meeting.

E. Quorum. The presence, in person or via telephonic conference, of no less than one-half (1/2) of the Board members shall constitute a quorum at each meeting of the Board. In the absence of a quorum, no voting action shall be taken other than adjournment of a meeting; however, nonbinding discussion of issues may proceed by those Board members attending.

F. Voting.

1. Each Board member shall have one (1) vote;

2. There shall be no proxy voting;

3. All voting at meetings shall be done in person, unless conducted via telephone or video conference call; and

4. Except as otherwise provided in these Bylaws, all votes shall require a simple majority to pass.

G. Telephonic or Video Conferencing.

1. Should the need arise for the Board to meet, but a physical meeting is not possible, the Board may, upon approval of a majority of its members, meet either by telephone or video conference call. The Chair shall set the date and time of the telephone or video conference call following approval.

2. Should a Board member wish to participate in a meeting, but physical attendance is not possible, the member may contact the Chair, or the Chair's designee, and request to participate either by telephone or video conference call. The Chair shall notify the member whether, and through which communication medium, such participation shall be permitted.

H. Procedure. The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Center where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.

XI. COMMITTEES:

A. Standing Committees. The following standing committees shall be maintained:

1. Executive Committee. The officers of the Board shall constitute the Executive Committee. The Executive Committee may act for the Board when emergency situations arise, when the nature of the matter at issue does not warrant a meeting of the full Board. The Executive Committee may also act upon a recommendations or directives from the Board in the advancement of any of the goals the Board has developed for the Center. The Executive Committee shall, at the next regular Board meeting, report to the Board concerning any action taken. The Executive Director shall be an ex-officio member of the Executive Committee.

2. Budget and Finance. The Budget and Finance Committee shall include at least three (3) Board members, one of whom shall be the Treasurer who shall be the chair. With approval of the Board, and at the Committee's discretion, the Budget and Finance Committee is permitted to seek advice and guidance from outside individuals and/or entities. It shall be the duty of this Committee to review the budget and finance reports, including any grant funding.

3. Nominating Committee. There shall be a Nominating Committee, consisting of at least three (3) members, one of whom shall be a Board member, who shall serve as the chair. In addition to such other duties as may be specified by resolution of the Board of Directors, the duties of the Nominating Committee shall be to identify and nominate individuals to the Board of Directors who may serve as a director and officer of the Center. The Nominating Committee shall request that the Chief Judge and Board Members submit names of persons recommended to serve in positions. The final selection of appointments to the Board shall be subject to the approval of the Chief Judge.

B. Ad Hoc Committees.

The Chair may appoint ad hoc committees, in consultation with the Board or Executive Committee, as is deemed appropriate with the authority and duties assigned to the committee.

C. Committee Members. With the exception of the Executive Committee, members of committees are not required to be Board members. Committee members may include, for example, judges, masters, lawyers, and non-lawyers.

D. Committee Meetings. Each committee may set rules of procedure for conducting business. A majority of the members of a committee shall constitute a quorum. Voting shall be by those present at a meeting at which a quorum is present.

Votes for action shall be approved by a majority of those committee members permitted to vote.

E. Committee Reports. Each committee is to report to the Board at the annual meeting, as necessary, or at other times as directed by the Chair, Board, Officers, or Executive Committee.

XII. PERSONNEL:

A. Executive Director. The Center shall have an Executive Director, hired by the Chair, who shall be subject to oversight by the Chair and the Board. The Executive Director shall be responsible for the day-to-day administration of the Center, implementation of the Board's policies and directives, and performance of other duties as specified including, but not limited to, hiring, supervising, and terminating additional personnel. The Executive Director shall have sole signature authority to sign checks for any disbursement on behalf of the Center in an amount up to One thousand dollars (\$1,000).

B. Acting Executive Director. In the absence of a person serving in the position of Executive Director, the Chair has the authority to hire or to designate an Acting Executive Director.

C. Policies and Guidelines. All Center personnel shall be subject to the Human Resources Guidelines established for the Center by the Chair, and shall be subject to any Human Resources policies subsequently adopted by the Board.

D. Status. Except as otherwise provided, all Center personnel are at will employees who serve at the pleasure of the Chair.

XIII. ADVISORS: The Chair may invite other persons to provide advice to and participate in the work of the Center. Each such advisor shall serve at the pleasure of the Chair, and shall have only such authority as the Board determines. Unless funds are available in the approved budget of the Center for that purpose, service by those persons shall be without compensation.

XIV. FUNDING:

A. Primary Sources. The Court of Appeals shall provide funding for the Center:

1. From the fees paid by new Bar Admittees for the Professionalism Course;

2. Beginning July 1, 2013, from the assessment collected from each attorney by the Client Protection Fund on behalf of the Disciplinary Fund, an annual amount from Disciplinary Fund maintained pursuant to Rule 16-714, not to exceed \$5.00; and

3. From other such sources as may be provided for in the Judiciary's budget.

B. Additional Sources. Additional funding sources may be pursued to support special programs or to expand the Center's services and capabilities.

XV. FINANCE AND PROCUREMENT: The Center shall be authorized to expend funds necessary to make purchases of goods and services on its behalf. Such purchases shall be governed by the Procurement and Financial Guidelines established for the Center by the Chair, and by any Procurement and Financial policies subsequently adopted by the Board. The budget of the Center must be approved by the Chief Judge or his / her designee.

XVI. FISCAL YEAR: The fiscal year shall be from July 1 to June 30.

XVII. INDEMNIFICATION: The Center shall indemnify and advance expenses to Directors, Officers, Employees or Agents in connection with a proceeding to the fullest extent permitted by and in accordance with section 2-418 of the Corporations and Association Article of the Annotated Code of Maryland, as amended from time to time including, but not limited to, indemnifying for advanced fees and expenses. A person who is indemnified shall be required to repay the Center (1) to the extent that it is proved that the Director, Officer, Employee or Agent actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to the Director, Officer, Employee or Agent is entered in a proceeding based on a finding in the proceeding that the action or failure to act of the Director, Officer, Employee or Agent was (a) the result of active and deliberate dishonesty or (b) intentionally wrongful, willful or malicious and in each such case, was material to the cause of action adjudicated in the proceeding.

XVIII. STATEMENT OF NONDISCRIMINATION: The Center shall not discriminate against any Board member, officer, employee, applicant or others doing or seeking to do business with the Center, on the basis of race, color, religion, gender, national origin, age, disability, sexual orientation, marital status, protected genetic status, or political opinion or affiliation.

XIX. AMENDMENTS: These Bylaws may be amended by a two-thirds vote of

the Board members present at the meeting at which the proposed amendments are considered. Proposed amendments must be sent to all members in accordance with the notice provisions provided in these Bylaws concerning notices of Board Meetings.

XX. ADOPTION: These Bylaws were adopted, with the necessary two-thirds vote of the Board.