

# The Constitution of the Connecticut Bar Association, Inc.

*Last Amended by the CBA House of Delegates on January 13, 2014*

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**Adopted at the Special Meeting on June 28, 1948**

**(including amendments adopted October 18, 1960; October 22, 1963; October 20, 1964; October 18, 1966; October 8, 1968; April 20, 1970; October 20, 1970; October 3, 1972; October 22, 1974; June 2, 1975; October 24, 1975; October 11, 1977; June 20, 1978; October 16, 1978; January 15, 1979; May 15, 1979; May 20, 1980; January 19, 1981; October 26, 1981; January 14, 1985; May 28, 1986; June 6, 1988; November 14, 1988; May 14, 1990; March 18, 1991; November 20, 1992; June 3, 1996; November 1, 1996; February 25, 1997; November 24, 1997; January 12, 1998; June 1, 1998; June 19, 2007; March 8, 2010; January 23, 2012, and January 13, 2014)**

## **Article I Name**

This Association shall be called “The Connecticut Bar Association.”

## **Article II Purpose**

The purposes of this Association shall be to promote the public interest through the advancement of justice and the protection of liberty; to aid its Members in the development and maintenance of their respective practices; to facilitate the delivery of competent legal services to the public and particularly to those in greatest need; to support or oppose legislation and regulations consistent with the interests of the public good and its Members; to supply the highest quality continuing legal education opportunities and works of legal scholarship; to promote diversity within the Bar and the Bench; to develop collegial interaction among the members of the Bar; to safeguard the dignity of the legal profession; to coordinate the activities of the several bar associations within Connecticut; and to advance the interests of its Members within the American Bar Association, other organizations with which the Association is affiliated, and society as a whole.

## **Article III Membership**

Section 1. A. Members. Any Member in good standing of the Bar of the State of Connecticut or any other state who resides or has his or her principal office in Connecticut may become a Member of the Association by filing an application in accordance with procedures established by the Board of Governors. Any person who is regularly employed as a teacher of law in the State of Connecticut and has been admitted to the Bar of the State of Connecticut or any other state may become, and remain so long as the person continues to be so employed, a

member of the Association by filing an application in accordance with procedures established by the Board of Governors.

B. Non-Voting Members. (i) Law Student Members. Any law student currently enrolled in an accredited law school in Connecticut or who resides in Connecticut or any graduate of an accredited law school in Connecticut within six (6) months of such graduation is eligible to become a Law Student Member of the Association under such conditions and with such rights, privileges, and limitations as the Bylaws may provide. Law Student Members shall not be counted for purposes of Article VI, Section 3 and are not voting members.

ii. Paralegal Student Members. Any paralegal student currently enrolled in an ABA-Approved program in Connecticut, or who resides in Connecticut, or any graduate of an ABA-Approved paralegal program in Connecticut within six (6) months of such graduation, is eligible to become a Paralegal Student Member of the Association under such conditions and with such rights, privileges, and limitations as the Bylaws may provide. Paralegal Student Membership shall not exceed four (4) years in duration. Paralegal Student Members shall not be counted for purposes of Article VI, Section 3 and are not voting members.

iii. Law-related Employee Members. Eligibility to apply to become a Law-related Employee Member of the Association is extended to any person who is not admitted to any Bar and is either (1) regularly employed as a teacher of law in Connecticut or (2) regularly employed in a law office including a corporate legal department, a government or legal agency, or any other entity in Connecticut devoted primarily to the practice of law or (3) is devoting substantially all working time to the performance of paralegal, legal administrative, accounting, legal librarian, or legal consulting duties. Said status shall be under such conditions and with such rights, privileges, and limitations as the Bylaws may provide. Law-related Employee Members shall not be counted for purposes of Article VI, Section 3 and are not voting members.

Section 2. Resignation. Any Member or Non-Voting Member not in default in payment of dues may at any time resign by filing a notice in writing with the Secretary. Such a resignation shall become effective as of the date it was filed in accordance with procedures established by the Board of Governors.

Section 3. Expulsion and Reinstatement. (i) The Board of Governors may censure, suspend, or expel any Member or Non-Voting Member for cause and after a notice and hearing before such persons and in such manner as the Board of Governors shall direct, or may suspend from membership any Member or Non-Voting Member, for nonpayment of dues, or any other financial indebtedness due the Association. Any Member shall be automatically suspended or terminated from membership upon the Member's resignation from the Bar of the State of Connecticut or upon the filing with the Secretary of a certified copy of the final order for the suspension or disbarment of such member by any tribunal of competent jurisdiction.

(ii) A Non-Voting Member shall be automatically terminated from such status upon a determination by the Board of Governors that the person no longer holds a status that would qualify for such membership.

Section 4. Cessation of Property Interest. All right, title, and interest, both legal and equitable, of a Member or Non-Voting Member in or to the property of the Association shall cease and terminate in the event of the Member's death, resignation, or expulsion.

Section 5. Dues. The dues categories and amounts of dues of the Members and Non-Voting Members shall be such as the House of Delegates shall determine from time to time. The House of Delegates may, in its discretion, establish, change, or discontinue an admission fee to be paid by applicants for membership. The Board of Governors may remit or suspend the payment of dues in any case or class of cases and may also establish regulations governing the loss or suspension of membership for nonpayment of dues.

#### **Article IV Meetings of the Association**

Section 1. The annual meeting of the Association shall be held at such time and place as may be determined by the Board of Governors. A meeting of the House of Delegates shall be held within thirty (30) days of the annual meeting of the Association.

Section 2. Special meetings of the Members of the Association may be called by the President or by majority vote of the Board of Governors, and shall be called by the Secretary upon the written request of twenty-five Members, not more than five of whom shall belong to any one House of Delegates District. No special meeting shall consider any business not within the subject matter specified in the call thereof.

Section 3. As to any question on which the House of Delegates has voted, a referendum shall be ordered by the Board of Governors upon written petition of 50 Members in good standing filed with the Secretary within 30 days of the vote of the House of Delegates. The results of such a referendum shall prevail if different from that of the House of Delegates vote. In addition, the House of Delegates and the Board of Governors shall each have power, by a two-thirds vote of its Members present and voting, to refer and submit to the membership of the Association defined questions affecting the substance or the administration of the law or affecting the policy or recommendations of the Association. Any referendum shall be overseen by the Board of Governors.

Section 4. Meetings. Every meeting of the Association shall include a meeting of the House of Delegates. To the extent deemed appropriate by the presiding officer, all meetings of the Association, House of Delegates, and Board of Governors shall be governed by the latest edition of *Robert's Rules of Order, Newly Revised*.

Section 5. Presiding Officer. The President, and in the President's absence the President-Elect, and in both of their absences the Vice-President, and in all of their absences the Immediate Past President, shall preside over meetings of the Association, House of Delegates, and Board of Governors. The presiding officer may turn over the chair from time to time during a meeting in the presiding officer's discretion.

Section 6. Nothing contained in the Constitution or Bylaws, and no action, opinion, policy or recommendation thereunder, shall be construed to bind or commit in any respect any

local bar association (which, as used herein, shall include any bar association of any geographical extent less than statewide) to accept or to carry out the same.

## **Article V Organization**

### Section 1. House of Delegates.

A. There shall be a House of Delegates composed as set forth in Article VI.

B. Powers. Except as qualified by Article IV, the House of Delegates shall be the primary decision-making and policy-making body of the Association. Except for budgetary matters and those matters which are addressed in the Association's legislative policies, all significant decisions or policies of the Association shall be made by the House of Delegates, including, but not limited to, all recommendations to the judges with respect to amendments to the Code of Professional Responsibility and all recommendations concerning the organization of the courts. Any matter which is approved by the Board of Governors hereinafter provided for by less than a two-thirds vote of the Members of said Board who are present and voting shall be referred to the House of Delegates for its consideration.

C. Meetings. The House of Delegates shall conduct not less than four regularly scheduled meetings each year, and shall also meet at the call of the President or upon petitions signed by not less than twenty-five percent of the Members of the House of Delegates and filed with the Secretary; provided however, that such petitioned-for meetings shall be held not more than 15 days from the date on which the petition for it had been filed with the Secretary. Notices of any meeting of the House of Delegates shall be transmitted by mail, facsimile or electronic mail, or equivalent means of communication to the Members of the House of Delegates not less than seven days before the date on which the meeting is noticed to be held, except where a greater notice period is required by any provision of this Constitution.

D. Committees of the House of Delegates. The House of Delegates shall have power to provide for the appointment of such Committees in such manner it may deem necessary or proper for the carrying out of its duties, which Committees shall be responsible to it.

E. Participation in meetings of the House of Delegates. Any Member may attend any meeting of the House of Delegates. With respect to any matter affecting the subject matter of the report of a Section, Committee, or Board, the Chair thereof or someone delegated by the Chair for the purpose shall have the privileges of the floor with the right to make a motion with respect thereto but without a vote. Upon petition of ten Members of the House of Delegates or Board of Governors or of five percent of the Members or upon a request of a Section, Committee, or Board of the Association, when such petition or request shall have been received by the Secretary at least 15 days before the date on which a meeting of the House of Delegates is scheduled, matters therein contained shall be placed upon the agenda of the House of Delegates or the Board of Governors, as the case may be. The President may add to any such agenda, without having complied with the foregoing conditions, any matter the President deems of sufficient importance to receive the immediate attention of the House of Delegates or the Board of Governors.

F. Quorum. Twenty members of the House of Delegates shall constitute a quorum.

G. Bylaws, Rules, and Policies. The House of Delegates may adopt, rescind, or amend Rules for the conduct of its own business, and the House of Delegates at its first meeting after election pursuant to this Constitution shall be deemed by adoption of Rules to have repealed the previous Bylaws, provided that the terms of any proposal therefor shall be contained in the call of the meeting at least ten days in advance of the meeting and that two-thirds of the Members present and voting shall concur. The proposal may be amended from the floor, provided that the amendment relates to the same subject matter as the proposal. The House of Delegates may specifically provide for alternative means of attendance and voting for its meetings in either its Rules or the Bylaws.

## Section 2. Board of Governors.

A. There shall be a Board of Governors as set forth in Article VII.

B. Powers. Subject in all respects to the authority and discretion of the House of Delegates and between its meetings, including, but not limited to, a plenary power of review, the Board of Governors constituted as hereinafter provided shall be the administrative board of the Association and shall have the power and authority to do and perform all acts that the House of Delegates itself might do or perform, not inconsistent with the Constitution or Bylaws or with any action by the House of Delegates, except that any matter which is approved by the Board of Governors by less than a two-thirds vote of the Members of said Board who are present and voting shall be referred to the House of Delegates for its consideration. The Board of Governors shall be responsible for the recruitment and retention of the Executive Director of the Association.

C. Meetings. The Board of Governors shall meet monthly (except that it need not meet in any month during which a meeting of the House of Delegates is held or in the months of July and August), and otherwise upon the call of the President or a petition of twenty-five percent of the Members of the Board.

D. Participation in Meetings of the Board of Governors. Any Member of the Association may attend any meeting of the Board of Governors. With respect to any matter affecting the subject matter of the report of a Section, Committee, or Board, the Chair thereof or someone delegated by the Chair for the purpose shall have the privileges of the floor with the right to make a motion with respect thereto but without a vote. Upon petition of five Members of the Board of Governors or of five percent of the Members or upon a request of a Section, Committee, or Board of the Association, when such petition or request shall have been received by the Secretary at least 15 days before the date on which a meeting of the Board of Governors is scheduled, matters therein contained shall be placed upon the agenda of the Board of Governors. The President may add to any such agenda, without having complied with the foregoing conditions, any matter the President deems of sufficient importance to receive the immediate attention of the Board of Governors.

E. Quorum. Seven members of the Board of Governors shall constitute a quorum.

F. By-laws, Rules and Policies. The Board of Governors may adopt, rescind, or amend Rules for the conduct of its own business, and the Board of Governors at its first meeting after election pursuant to this Constitution shall be deemed by adoption of Rules to have repealed the previous Bylaws, provided that the terms of any proposal therefor shall be contained in the call of the meeting at least ten days in advance of the meeting and that two-thirds of the Members present and voting shall concur. The proposal may be amended from the floor, provided that the amendment relates to the same subject matter as the proposal. The Board of Governors may specifically provide for alternative means of attendance and voting for its meetings in either its Rules or the Bylaws.

G. Transmission of Materials. All materials transmitted to the Members of the Board of Governors (e.g., agendas, supporting materials, reports, minutes, financial statements, and the like) shall at the same time be transmitted to all Members of the House of Delegates.

### Section 3. Executive Committee.

A. There shall be an Executive Committee consisting of the President, President-Elect, Vice President and Immediate Past President.

B. Meetings. The Executive Committee need not have formal meetings, but it is entitled to prompt notice from the President of all actions he or she has taken and, where time permits, intends to take.

### Section 4. Officers.

A. The officers of the Association shall be a President, the immediate Past President, a President-Elect, a Vice-President, a Secretary, a Treasurer, and an Assistant Secretary-Treasurer, and the same person may occupy the offices of Secretary and Treasurer constituted as set forth in Article VIII.

B. Powers. The powers of each of the officers shall be as follows:

i. President. The President shall be a member of the Executive Committee and shall conduct the day-to-day affairs of the Association in consultation with the other members of the Executive Committee. The President shall preside at all meetings of the Association, the Board of Governors and the House of Delegates, shall be an ex officio member of all committees and sections, and shall have the power to determine whether the Secretary or Treasurer is unavailable.

ii. President-Elect. The President-Elect shall be a member of the Executive Committee and shall preside at meetings of the Association, Board of Governors and House of Delegates in the absence of the President.

iii. Vice-President. The Vice-President shall be a member of the Executive Committee and shall preside at meetings of the Association, Board of Governors and House of Delegates in the absence of the President and President-Elect.

iv. Immediate Past President. The Immediate Past President shall be a member of the Executive Committee and shall preside at meetings of the Association, Board of Governors and House of Delegates in the absence of the President, President-Elect and Vice-President.

v. Secretary. The Secretary shall keep the membership lists of the members and other official records and correspondence of the Association, the House of Delegates and the Board of Governors.

vi. Treasurer. The Treasurer shall keep the financial books of the Association and shall receive funds sent to the Association and pay the expenses of the Association.

vii. Assistant Secretary-Treasurer. The Assistant Secretary-Treasurer shall have the power to take any action delegated by the Secretary or the Treasurer. The Assistant Secretary-Treasurer shall also have the power of the Secretary or the Treasurer if that officer is unavailable to act as determined by the President.

#### Section 5. Sections and Committees.

A. There may also be Sections and Committees for the purpose of making recommendations for action by the House of Delegates or the Board of Governors as appropriate.

B. Procedure for Sections. Sections may be created, combined, or discontinued in such manner as the Bylaws may prescribe. Except for the Young Lawyers Section, the President shall appoint a Chair of each Section and shall appoint an Executive Committee from the Section's membership to hold office for the term for which the President is elected. No Chair shall serve more than three consecutive terms. Dues in an amount to be approved by the Board of Governors shall be due and payable by Section Members. Funds accumulated by such Section in the form of dues received from its Members and any income received from the investment of those dues shall be used solely for the benefit of the Members of the Section and for no other purpose without the prior approval of the Board of Governors. The Association shall be reimbursed for its costs of servicing such Section as determined by the Board of Governors. Any Member of the Association shall have the right to be a Member of any Section upon the payment of the Section's dues. Recommendations of a Section shall be filed with the Secretary at least two weeks before the date of the meeting of the House of Delegates to which they are to be presented and shall be presented to the House of Delegates for decision thereon at its next ensuing session. Such Sections (except Young Lawyers Section) as have been established at the time of taking effect of this Constitution or any amendment thereto shall be continued subject to the provision herein.

C. Procedure for Committees. Committees shall be appointed by the President in such numbers of Members and for such purposes as the President may deem desirable unless the Board of Governors, the House of Delegates, or the Bylaws otherwise directs. All Committees shall be responsible to the House of Delegates and, between its meetings, to the Board of Governors. All annual reports of Committees or Boards containing recommendations shall be filed with the Secretary at least two weeks before the date set for the meeting of the House of Delegates to which they are to be presented, and the Secretary shall provide the Members of the Board of Governors and House of Delegates with copies thereof. The Chair of such a Committee or Board, or someone delegated by the Chair for the purpose, shall then present the report to the

House of Delegates for decision thereon at its ensuing session. Such Committees and Boards as have been established at the time of taking effect of this Constitution shall be continued as already organized.

D. Actions Prohibited. No action of any Section, Committee, or individual Member of the Association shall be construed as the action, opinion, policy, or recommendation of the Association, or any Section or Committee thereof unless it has been expressly approved by the House of Delegates or, between its meetings, by the Board of Governors, either in its original form or as amended by the approving body, provided, however, certain committees as denominated by the House of Delegates may promulgate opinions in accordance with such procedures as the Bylaws direct. The House of Delegates may adopt legislative policies from time to time which may modify this Section.

## **Article VI**

### **Composition of House of Delegates**

Section 1. Membership in the House of Delegates. The House of Delegates shall consist of District delegates, six (6) Section delegates, and such Affinity delegates chosen as hereinafter provided, as well as the officers of the Association. Any Member in good standing is eligible to serve as a Member of the House of Delegates.

Section 2. Delegate Districts. For the purposes of representation in the House of Delegates, the State shall be divided into the following numbered Delegate Districts, subject to redistricting from time to time by a two-thirds vote of the Members of the House of Delegates present and voting at a regularly called meeting thereof:

1. The town of Greenwich.
2. The towns of Stamford, Darien, and New Canaan.
3. The towns of Norwalk, Westport, Weston, and Wilton.
4. The towns of Danbury, Ridgefield, Redding, Monroe, Newtown, Brookfield, New Fairfield, Bethel, and Sherman.
5. The towns of Bridgeport, Fairfield, Easton, Trumbull, and Stratford.
6. All of Litchfield County except the towns of Plymouth, Thomaston, and Watertown.
7. The towns of Waterbury, Plymouth, Thomaston, Watertown, Wolcott, Prospect, Naugatuck, Middlebury, Beacon Falls, Oxford, Cheshire, and Southbury.
8. The towns of Ansonia, Derby, Seymour, and Shelton
9. The towns of New Haven, Hamden, Orange, Milford, Woodbridge, Bethany, West Haven, East Haven, North Haven, Branford, North Branford, Guilford, and Madison.
10. The towns of Meriden and Wallingford.
11. The towns of Bristol, New Britain, Burlington, Plainville, Southington, Berlin, Farmington, and Avon.
12. All of Hartford County except towns included in District 11.
13. All of Middlesex County.
14. All of Tolland County.
15. All of Windham County.



16. The towns of New London, Lyme, Old Lyme, East Lyme, Waterford, Groton, Stonington, and Ledyard.
17. The town of Norwich and the remaining towns in New London County.

A Member shall be considered as belonging in the town which the Association has been advised as of March 1 of each year is the lawyer's preferred mailing address in Connecticut.

The House of Delegates shall review and, if necessary to comply with the provisions herein set forth, reapportion the number of delegates from each district every six years, beginning in 1984 effective for the elections to be held in 1985. If as a result of changes in population the total number of elected district delegates in the House of Delegates shall exceed 50, the House of Delegates shall alter the formula for Members per district delegates set forth in Section 3 hereinafter in such a manner as to keep the total number of elected delegates at less than 51; and said action of the House of Delegates shall, to that extent, be deemed an amendment to this Constitution.

### Section 3. Delegates.

A. District Delegates. Except as provided otherwise in Article III, Section 1, each District shall be entitled to one delegate for every 230 members belonging in the District, or fraction thereof, based upon the list of membership and preferred mailing addresses on file in the Central Office on March 1 of each year. As nearly as may be practicable one-third of the delegates from each district shall be elected each year. At the first election conducted hereunder, all delegates shall be elected for terms commencing the following July 1; and after such election but prior to said July 1 date the Elections Committee hereinafter provided for shall by drawing of lots for those Districts having more than one delegate determine which delegate shall serve for an initial term of one year, which for an initial term of two years, and which for an initial term of three years, seeking in so doing to ensure that where possible not more than one-third of the delegates in each District is in each category. Thereafter except as provided in Section 5 hereof, such delegates shall be elected for a term of three years from the following July 1, and until their successors have been duly elected and qualified. The Elections Committee's decision with respect to all matters concerning elections to the House of Delegates, including the number of delegates to which each District may from time to time be entitled, shall be conclusive.

B. Section Delegates. The Section Chairs of the Association shall be entitled to elect six (6) Section delegates to the House of Delegates. Each Section Chair, or his/her designated representative, is entitled to cast a single vote for each delegate. The Section delegates shall be selected by May 31 of each year, for terms commencing the following July. All such Section delegates elected prior to January 1, 2012 shall complete the terms for which they were elected. The first two Section delegates elected after January 1, 2012 shall each serve for a term of three years, the third so elected shall serve for a term of two years, and the fourth so elected for a term of one year. Thereafter, except as provided in Section 5, all such Section delegates shall be elected for a term of three years from the following July 1, and until their successors have been duly elected and qualified. No Section shall be entitled to have its representative serve as a Section delegate for more than one consecutive three-year term. The Election Committee's decision with respect to all matters concerning elections of the Section delegates shall be conclusive.

C. Affinity Delegates. Subject to the provisions of this paragraph, certified Affinity Bar Associations within the State of Connecticut are each entitled to select one (1) Affinity delegate to serve in the House of Delegates. Each Affinity Bar Association may select its Affinity delegate in any manner it chooses. The total number of Affinity delegates shall not exceed six (6) and additional Affinity Bar Associations in excess of six (6) shall not be certified by the Executive Director.

1. Certification. To be certified by the Executive Director or his or her designee the Affinity Bar Association (a) must maintain a charter or mission statement which contains purposes, goals and aspirations consistent with Article II, particularly, the promotion of diversity within the Bar and the Bench ; (b) must have fifty (50) members and least fifty per cent (50%) of its regular, voting membership who are Members; and (c) must have been in active existence for at least five (5) full calendar years. On or about April 30, 2012 and on or about each April 30 thereafter, the Executive Director or his or her designee shall notify the House of Delegates which Affinity Bar Associations are so certified under these criteria.

2. Decertification. Any delegate may notify the Secretary in writing on or before May 15 of each year if he or she wishes to contest the certification of an Affinity Bar Association. Such notice shall include the basis for the delegate's opposition to the Affinity Bar Association's certification. Should any such notice of opposition be received, the President shall place the matter as a special order on the agenda for the next meeting of the House of Delegates as a motion to decertify the subject Affinity Bar Association. Any delegate who provides notice of opposition must be present at such meeting for the House of Delegates to consider such a motion. To be successful, such a motion must prevail by at least a two-thirds (2/3) majority of those delegates present and voting. If the motion to decertify succeeds, any Affinity delegate-designate selected shall not be seated as a delegate for the following bar year. Any Affinity Bar Association decertified under the terms of this Paragraph may be recertified by the Executive Director or his or her designee in any subsequent year.

3. Selection. The Affinity delegates shall be selected by May 31 of each year, for terms commencing the following July. On or before May 31, 2012, the first two Affinity delegates selected shall each serve for a term of three years and the second two Affinity delegates shall each serve for a term of two years and the third two Affinity delegates shall each serve a term of one year. Thereafter, except as provided in Section 5, all such Affinity delegates shall be elected for a term of three years to commence the following July 1, and until their successors have been duly elected and qualified. The Secretary shall notify the House of Delegates of all Affinity delegates so selected no later than June 5 of each year.

4. Review. Once an Affinity Bar Association is certified, its certification status shall be reviewed by the Executive Director or his or her designee on or before April 30 of each succeeding year to determine if the certification requirements of this paragraph remain satisfied. Notwithstanding the foregoing, no serving Affinity delegate's term shall be terminated, shortened or otherwise affected by this provision.

Section 4. Election of District Delegates. The election of District delegates to the House of Delegates shall be conducted by an Elections Committee of the House of Delegates, consisting of at least three (3) and no more than nine (9) members of the House of Delegates and chosen by the House of Delegates at its first regularly scheduled meeting after July 1 of each

year. Elections to the House of Delegates shall be conducted annually, by mail, with ballots to be received by the Elections Committee by May 31. On or before March 15, the Elections Committee shall send notice to all Members of the Association within each District informing them of the upcoming election, of the number of delegates to be elected from the District, and names and addresses of the persons now holding those offices, advising them that nominating petitions signed by five percent of the number of Members within that district or twenty (20) such Members, whichever is fewer, should be received by the Elections Committee by April 15. If the number of nominating petitions so received shall not be sufficient to provide that there are at least two candidates for each vacancy, the Elections Committee may, after consultation with local bar associations within the district and the Members of the House of Delegates from the respective districts, nominate such number of candidates as may be necessary to provide two candidates for each vacancy. If no such petition has been filed, the Elections Committee shall, after consultation with local bar associations within the District and the Members of the House of Delegates from the District, nominate a Member from that District for each vacancy. Ballots for the vacancies where there is a contest shall be sent to all Members belonging to each District on or before May 15, and the final date for return of said ballots to the Elections Committee shall be the close of Association business on May 31. The ballots shall set forth the names and addresses, as on file in the Central Office as of the preceding March 1, of all nominees, and shall designate the total number of nominees for which a Member may vote. In case a Member shall vote for more than the designated number of nominees, the Elections Committee shall invalidate the ballot. The ballot shall also state that the ballot must be received by the close of Association business on May 31 at the Central Office of the Association in order to be counted. The Elections Committee, or any two members of said Committee, shall then count the ballots, notify the successful candidates by letter, and publish the results in such manner as the Elections Committee shall determine. A plurality of the votes cast shall elect.

In the event that two or more nominees qualify for a position on the House of Delegates by receiving the same number of votes, and if the number of nominees tied is greater than the number of remaining vacant positions, a vacancy will be declared by the Elections Committee. In order to break the tie, the House of Delegates, at its next regularly scheduled meeting, will elect a person or persons to fill the vacancy or vacancies for the full term of office from among the nominees whose votes resulted in the tie. The Elections Committee may invite each nominee to submit a brief biographical statement to members of the House of Delegates prior to that election.

#### Section 5. Vacancies.

A. District Delegates. In the event of a District delegate vacancy in the House of Delegates, the House of Delegates may temporarily fill the vacancy by choosing a Member of the Association from the District in which the vacancy exists. The Elections Committee shall nominate one or more such Members of the Association to fill such vacancy, and further nominations may be made from the floor at the House of Delegates meeting at which the vacancy is to be filled. The nominee receiving a plurality of the votes cast by the Members of the House of Delegates present and voting shall fill the vacancy. The person so chosen to fill the vacancy shall serve until the July 1 following the next regularly scheduled election pursuant to Section 4 hereof and until such person's successor has been duly elected and qualified. At the next regularly scheduled election following the occurrence of the vacancy, an election shall be held in the District, in accordance with the procedures set forth in Section 4, to fill the vacancy

for the balance of the term. If two or more candidates are to be elected from such District in such election for terms of different durations, the terms of the successful candidates shall be determined by the Elections Committee by drawing lots. Death, resignation, or failure to attend four consecutive meetings of the House of Delegates shall constitute a vacancy as that term is used herein.

B. Section Delegate Vacancies. In the event of a Section delegate vacancy in the House of Delegates, the Section Chairs shall convene as soon as practicable to fill the vacancy in accordance with the procedure set forth in Section 3(B). Death, resignation, or failure to attend four consecutive meetings of the House of Delegates shall constitute a vacancy as that term is used herein.

C. Affinity Delegate Vacancies. In the event of an Affinity delegate vacancy in the House of Delegates, the affected Affinity Bar Association shall select a Member as soon as practicable to fill the vacancy in accordance with the procedure set forth in Section 3(C). Death, resignation, or failure to attend four consecutive meetings of the House of Delegates shall constitute a vacancy as that term is used herein.

## **Article VII**

### **Composition of Board of Governors**

Section 1. Membership in the Board of Governors. The Board of Governors, shall consist of the officers of the Association and a representative from each House of Delegates District, who may also be a delegate to the House of Delegates.

Section 2. Election of Members. Members of the Board shall be elected by the Members of the House of Delegates from that District during the month of June, to take office on July 1 and to serve for a period of two years from said July 1 and until a successor has been duly elected and qualified. If any such representative has not been so elected, the Board of Governors shall elect such representative at its first meeting after July 1. At the first election conducted hereunder, representatives from the odd-numbered Districts shall be elected for initial terms of one year and those from even-numbered Districts shall be elected for initial terms of two years, and until their successors have been duly elected and qualified. The membership of the Board of Governors in office at the time of the adoption of this Section shall serve until July 1 of the year following the adoption of this Section. Their successors shall be chosen under this Section in the June following adoption of this Section by the delegates chosen in accordance with Article VI hereof. They shall have the powers and duties herein conferred.

**Article VIII**  
**Terms, Vacancies, Election of Officers**

Section 1. Terms and Vacancies. The officers shall be elected for one-year terms in the manner hereinafter provided. Upon completion of a one-year term, the President-Elect shall automatically succeed to the office of President for the next year. No person shall serve as President for more than a total of two terms. If there is a vacancy in the office of President, the President-Elect shall become President and shall remain as President for the next succeeding year. In any year in which a vacancy occurs in the office of President-Elect, except by ascendancy to the office of President as herein set forth, the annual election of officers shall include an election for the office of President as well as for all other officers as provided herein. Any other vacancy, including vacancies in the Board of Governors, shall be filled by the Board of Governors. Death, resignation, or failure to the satisfaction of the Board of Governors to attend three consecutive meetings, as well as the expiration of a term of office without the appointment or election of a successor shall constitute a “vacancy” as used herein.

Section 2. Election of Officers. Not later than the month of January in each year, the President shall appoint a Nominating Committee, subject to approval by the Board of Governors both as to number and personnel. Said Committee shall report to the President, not later than February 28, the name of a Member or Members of the Association for each office whom it considers qualified therefor. As soon as may be after said choice, the Secretary shall give notice in writing to every Member setting forth the names and addresses of the nominees for the respective offices. Other nominations may be made only upon petition, which may be in parts, signed by not less than twenty-five Members of whom not more than fifteen may be from any one House of Delegates District, and filed with the Secretary on or before April 15. Notice of such additional nominations, accompanied by appropriate ballots containing the names for each contested office and a notice that ballots must be returned to the Secretary not later than May 31 in order to be counted, shall be sent to all Voting Members of the Association on or before May 15. The Secretary shall then cause the ballots to be counted under supervision of the Secretary, notify the successful candidates by letter, and publish the results in such manner as the Board of Governors may direct. If no additional nominations are made within the time limited, with respect to any office, the nominee for each such office shall thereupon be declared elected. If more than two nominations are made for an office, a plurality shall elect. In the event of the death or withdrawal of a nominee before the election or of an officer-elect before taking office, the Board of Governors may choose another in his place. All officers shall take office on July 1, and shall serve for a term of one year and until their successors have been duly elected and qualified.

**Article IX**  
**Finances**

Section 1. Holding and Investing Funds. The funds of the Association shall be held by the Treasurer who shall keep the same in depositories approved by the Board of Governors and who may invest same in such manner as may be approved by the Board of Governors, disburse the same under the authority of the Board of Governors, and give a bond for the faithful performance of the Treasurer’s duties in such amount and with such surety as shall be approved by the Board of Governors.

Section 2. Fiscal Year. The fiscal year for the Association shall be July 1–June 30.

Section 3. Budget. The budget of the Association shall be adopted in the following manner. Drafts of the proposed budget and supporting materials shall be sent to all Members of the House of Delegates. The budget shall be considered by the Board of Governors. If the budget is not approved by the Board of Governors or is approved by less than a two-thirds vote of Members present and voting, the budget shall be referred to the full House of Delegates for action. If the budget is approved by the Board of Governors by a two-thirds vote of Members present and voting, the approved budget shall be promptly sent to all Members of the House of Delegates. The budget shall become final two weeks thereafter unless within that period more than one-third of the Members of the House of Delegates make written request that the budget be reviewed by the full House of Delegates. In the event that more than one-third of the Members do make such a request, a meeting of the House of Delegates to adopt a budget shall be convened forthwith.

## **Article X Bylaws**

Bylaws implementing this Constitution may be established, amended, or repealed by a two-thirds vote of the Members of the House of Delegates present and voting at any meeting thereof, provided that the proposal therefor has been set forth in or with the notice of the meeting at least ten days prior to action thereon. The proposal may be amended from the floor at any meeting at which action is taken thereon, provided that the amendment from the floor is germane to the same subject matter.

## **Article XI Amendments to the Constitution**

This Constitution may be amended by a two-thirds vote of the Members of the House of Delegates present and voting at any meeting thereof, provided that the proposal therefor has been set forth in or with the notice of such meeting at least ten days prior to action thereon. The proposal may be amended from the floor at any meeting at which action is taken thereon, provided that the amendment from the floor is germane to the same subject matter. Proposals may be made by the Board of Governors or by any ten Members of the Association who sign the same and submit them to the Secretary.

## **Article XII Indemnification**

Any person who is or was (1) an officer, (2) a Member of the House of Delegates or Board of Governors, or (3) a Chair of any Board, Section, or Committee of the Association shall be an agent of the Association entitled to indemnification in the manner and to the fullest extent provided in Sections 33–1116, *et seq.* of the Connecticut General Statutes as such Section may be amended from time to time. The Board of Governors shall fulfill the functions designated for a Board of Directors for purposes of Sections 33–1117, 33–1119, and 33–1121 of the Connecticut General Statutes.

**Approved by the CBA House of Delegates on January 13, 2014.**



Kimberly A. Knox  
CBA President



Alexis H. Smith  
CBA Secretary