



Massachusetts Municipal Lawyers Association

Massachusetts Municipal Lawyers Association, Inc.

BY-LAWS

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ARTICLE I – NAME

The name of the corporation shall be “Massachusetts Municipal Lawyers Association, Inc.”

ARTICLE II – PURPOSE

Massachusetts Municipal Lawyers Association (“MMLA” or “Association”), Inc. is the incorporated successor to the City Solicitor and Town Counsel Association. MMLA is established to promote and exemplify the highest standards of municipal law practice in the Commonwealth of Massachusetts; to encourage and foster among members of the Massachusetts bar interest in the practice of municipal law; to provide a forum for the mutually beneficial interaction among members of the municipal law bar; to provide to the cities and towns of Massachusetts competent and well informed counsel and legal advocacy; to engage in the continuing legal education of its Members and their municipal clients; to carry on and improve established traditions in municipal law practice in the Commonwealth; to insure

conformity to a high standard of professional ethics and responsibility; and generally to further the administration of justice by guiding the cities and towns of the Commonwealth in exercising the highest responsibility in local government and in securing to the general public the fullest benefits of law.

ARTICLE III – STATEMENT OF PRINCIPLES

MMLA has incorporated its Statement of Principles into these by-laws:

The municipal attorney occupies a position of responsibility and trust in local government. Recognizing this, the Members of MMLA, consisting of attorneys whose practice includes providing legal services to cities and towns or who otherwise devote a substantial portion of their practice to the advancement of municipal law, commit themselves to the standards of conduct set forth herein.

Central to that responsibility and trust is an expectation of and commitment by Members to hold themselves to the highest ethical standards. Members shall make every effort to earn the trust and respect of those advised and of the community served.

The following principles are advanced by MMLA as guideposts in the practice of municipal law, serving to guide Members in honoring client commitments while at the same time advancing the profession of municipal law:

1. Members shall not provide legal advice that is based solely upon political alignment or partisanship, because such advice undermines public trust. When asked for advice, Members will give candid and balanced legal advice based upon principles of law. In rendering advice, Members may refer not only to the law but to other considerations, such as moral, economic, social, and political factors that may be relevant to the client's situation. However, Members should not be deterred from giving candid advice by the prospect that the advice may be unpalatable to the client.
2. Members will stay current in the law, including annual participation in no less than 10 hours of continuing education programs.
3. Members will encourage and contribute to understanding of municipal government functions and operations by both local officials and the public.
4. Members will conduct themselves in a manner that advances professionalism in municipal law practice.
5. Members will respect the professional relationships of incumbent city solicitors and town counsels with their municipal clients, and will not directly solicit municipalities or the officials thereof that have incumbent city solicitors or town counsels. Direct solicitation does not include responding to Requests for Proposals or other unsolicited inquiries from

a potential municipal client about future representation or discussions about employment as “special” or “outside” counsel.

ARTICLE IV – MEMBERSHIP

The following individuals shall qualify for membership:

- (a) Any lawyer – city solicitor, town counsel, or otherwise designated – a substantial percentage of whose practice consists of representing or advising cities, towns, or local government officials and government entities.
- (b) Any lawyer – city solicitor, town counsel, or otherwise designated – a substantial percentage of whose past practice consisted of representing cities, towns, or local government officials and government entities, and whose current practice, in the continuing judgment of the Executive Board, is deemed compatible with membership.
- (c) Any other lawyer who, in the continuing judgment of the Executive Board, has demonstrated a commitment to the practice of municipal law and the principles of the Association, and whose non-municipal practice is deemed compatible with membership.

ARTICLE V – OFFICERS AND EXECUTIVE BOARD

The Officers of the Association shall be a President, a Vice-President, and a Secretary-Treasurer who shall, ex-officio, serve as the Chief Administrative Officer with the title of “Executive Director.”

There shall be an Executive Board of thirteen (13) Directors, consisting of the President, the Vice-President, the Secretary-Treasurer, the two Past Presidents, and eight other Directors elected at the Association’s annual business meeting. Presidents shall serve on the Executive Board for two years following the expiration of their terms as President; thereafter, and if in good standing, any Past President may elect to serve ex officio on the Executive Board. All past Presidents serving as ex officio Members of the Executive Board shall have full voting rights and shall participate as all other Directors.

In January the President shall appoint a Nominating Committee that shall be comprised of five (5) Members. The Committee shall include the incumbent President, the immediate Past President, and three (3) other Past Presidents. The Nominating Committee shall, prior to the annual business meeting, make its nomination of Officers for the election at the annual business meeting. Notice of said election provided for in Article V. At the annual business meeting the President shall call for any other nominees from the floor, but such floor nominees must be seconded and placed to a separate vote before consideration for election.

A quorum of the Executive Board shall consist of five (5) or more of the thirteen (13) Directors, exclusive of Past Presidents serving ex officio. Remote participation shall be allowed at the

discretion of the President or Vice-President or Executive Director, whereupon Directors participating remotely shall be counted for the quorum and may vote.

All Officers and Directors shall be elected by ballot at MMLA's annual business meeting and shall hold office through June 30th of the year following the election or thereafter until their successors are chosen. Vacancies in any office or on the Executive Board not otherwise provided for in these by-laws may be filled by the Executive Board.

The President shall preside at all meetings of the Association and of the Executive Board, and shall serve as Chair.

The President shall select and appoint all standing committees and shall fill any vacancies occurring therein, and may, from time to time, appoint special committees. The President shall report all appointments to the Executive Board at its next meeting.

The President shall exercise the power and carry out the duties of the Chief Executive Officer of the Association, but may delegate any or all of such powers and duties to the Executive Director.

The Vice-President shall perform such duties as may be delegated by the President, and shall succeed to the office of the President in the event of death, disability, or resignation of the President. The Vice-President shall preside at meetings in the event of the temporary absence of the President.

The Executive Director shall: (a) keep a record of all proceedings of the Association; (b) notify Directors, Officers, and Members of committees of their election or appointment; (c) issue notice of all meetings; (d) collect all monies due the Association; (e) pay all regular expenses incurred in the ordinary operation of the Association; (f) disburse the monies of the Association as directed by the Executive Board or as authorized by these by-laws; (g) keep proper books of account and make reports thereof at the annual business meeting of the Association and, when so directed, to the President and the Executive Board; (h) bill all Members annually for dues; and (h) perform such other duties as may be designated by the President or the Executive Board.

When deemed necessary by the President or Vice-President or Executive Director, the Executive Board may meet remotely by telephonic or other electronic means provided that reasonable notice of the subject matter shall be given as may be practicable under the circumstances. The details of all meetings that include remote participation, including all votes or other actions taken, shall be reported for the record at the next Executive Board meeting and included in the minutes of the meeting. Those participating remotely shall be counted for any quorum requirement and may vote.

A majority vote of the members of the Executive Board members present and voting, excluding those serving ex officio, shall be required to authorize the filing of any amicus brief on behalf of the Association.

ARTICLE VI – MEETINGS

The annual business meeting shall be held between April 1 and June 30 of each year on a date the Executive Board shall designate. The Secretary/Treasurer shall provide notice thereof to each Member at least twenty (20) days before the meeting. Regular meetings shall be held monthly at the discretion of the Executive Board at such times and places as the Executive Board may determine. Special meetings may be called by the President or Executive Board and shall be called by the President upon written request of fifteen (15) Members stating the purpose of such meeting. Notice of every special meeting stating the matters to be considered at such meeting shall be provided to each Member seven (7) days at least before the time of such meeting. At any meeting of the Members twenty (20) Members shall constitute a quorum. A majority vote of the Members attending, with each Member being entitled to one (1) vote, shall decide any question, including election to any office, unless otherwise required by law, the Articles of Organization, or these by-laws. A meeting in the nature of a convention, to include panel discussions and social functions, shall be planned and conducted annually under the direction of the Executive Board.

ARTICLE VII – ANNUAL DUES

Annual dues shall be as determined by the Executive Board and shall be payable on or before July 1 of each year. Non-payment of dues by December 1 shall be ground to terminate membership. The Executive Board shall announce any such changes in dues by the annual business meeting.

ARTICLE VIII – MEMBERSHIP AND FISCAL YEAR

Membership and fiscal year shall be from July 1 through June 30 of each year.

On the date of the adoption of these by-laws, Officers and the Executive Board shall continue to serve through June 30, 2013, at which time the newly elected Officers shall assume their positions.

ARTICLE IX – AMENDMENTS

These by-laws may be amended at any regular or special meeting by vote of two-thirds of the Members present and voting, notice of the substance of the proposed amendment having been read at a previous meeting.

ARTICLE X – USE OF FUNDS AND DISSOLUTION

- (a) Upon liquidation or dissolution of the corporation after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be distributed for one or more exempt purposes specified in Section 501 (c) (6) of the Internal Revenue Code, and shall not inure to the benefit of or be distributed to any

private shareholder or individual (including, without limitation, any individual, Director or Officer of the corporation);

- (b) The corporation shall use and/or distribute all property from time to time held by the corporation solely in the furtherance of the exempt purposes of the corporation in such manner as the Board of Directors (Executive Board) shall determine;
- (c) No part of the assets or net earnings, if any, of the corporation shall inure to the benefit of, or be distributable to, its Members, its Directors, its Officers, or any private shareholder or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth in Article II of these Articles of Organization; and
- (d) The corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office, and no substantial part of the activities of the corporation shall be the carrying on the propaganda, or otherwise attempting to influence legislation (except to the extent the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code).

ARTICLE XI – PERSONAL LIABILITY

It is intended that the incorporators, Members, Directors, Officers, and committee members of the corporation not be personally liable for any debt, liability, or obligation of the corporation, and that all persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the corporation. Nothing contained in these by-laws shall amend, alter, or impair any provision contained in the Articles of Organization relating to limitations of liability of Directors or Officers of the corporation to the corporation or to its Members

ARTICLE XII – INDEMNIFICATION AND INSURANCE

To the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, is not adversely affected thereby, persons and classes of persons identified below shall be indemnified by the corporation but only to the extent and in accordance with the provisions of this Article.

The persons and classes (and such person's or class of persons' heirs and legal representatives) to be indemnified under this Article are:

- (i) those who shall be, or shall at any time have been, a Director or Officer of the corporation; and
- (ii) those whom the Directors by their vote shall designate
 1. who shall be, or who shall at any time have been, any other Officer, employee or agent of the corporation, or
 2. who, at the request of the corporation, shall serve, or who shall at any time have served, as an incorporator, Director, Officer, employee, agent or Member of any other corporation, association, firm or other organization.

all of the persons described in clause (ii) being referred to individually and without distinction as "Designated Person" shall be indemnified by the Corporation against all liabilities, costs, and expenses reasonably incurred by, or imposed upon, him or her in connection with, arising out of, or as a result of any claim, action, suit, or other proceeding (whether brought by or in the right of the corporation or such other corporation, trust, association, firm, plan, or otherwise), whether civil or criminal, or in connection with an appeal relating thereto, in the following:

any claim, action, suit, or other proceeding in which he or she may be or become involved or with which he or she may be threatened, as a party, witness, or otherwise, by reason of his or her being or having been such a Director, trustee, Officer, or Designated Person, or by reason of any alleged action taken or omission made by him or her in any such capacity, whether or not he or she shall be such Director, trustee, Officer, or Designated Person at the time any such liability, cost, or expense is incurred by, or imposed upon, him or her.

Such person shall not be entitled to indemnification to the extent prohibited by applicable law in effect from time to time, or to the extent, in any criminal action or proceeding, he or she shall have been determined to have had no reasonable cause to believe that his or her conduct was lawful.

The extent of the rights of indemnification, as set forth above, shall include, without limitation, liabilities, costs, and expenses of defending, compromising, or settling any claim, action, suit, or other proceeding, and the satisfaction of any judgment or decree entered or rendered therein, including the payment of fines or penalties imposed in criminal actions or proceedings.

Except as provided above, any Director, trustee, Officer, or Designated Person referred to herein who has been wholly successful, on the merits or otherwise, with respect to an claim, suit, or proceeding of the character described herein shall be entitled to such indemnification as is above provided as of right.

In the event that any such claim, action, suit, or other proceeding shall be compromised or settled, by consent decree or otherwise, such Director, president, treasurer, clerk, assistant clerk, or Designated Person shall also be entitled to indemnification as of right, provided, however, that the compromise or settlement shall first have been approved by a vote of the

Board of Directors, acting by a quorum consisting of Directors who are not parties to (or who have been wholly successful with respect to) the claim, action, suit, or other proceeding.

Each person who shall at any time serve as such Director, president, treasurer, clerk, assistant clerk, or Designated Person shall be deemed so to serve in reliance upon the provisions set forth, which provisions set forth above, which provisions shall be in addition to any other rights of indemnification to which such person may be entitled pursuant to contract or to valid and applicable law, shall be separable and enforced to the extent permitted by valid and applicable law, and shall inure to the benefit of the legal representatives of such person.

In all other instances, indemnification by the corporation shall be made solely at the discretion of the corporation, but only if (1) the Executive Board acting by a quorum consisting of Directors who are not parties to (or who have been wholly successful with respect to) such claim, action, suit, or other proceeding, shall find that such Director, president, treasurer, clerk, assistant clerk, or Designated Person has met the standards of conduct required by law or otherwise set forth in these by-laws or (2) independent legal counsel shall deliver to the corporation their written advice that, in their opinion, such Director, president, treasurer, clerk, assistant clerk, or Designated Person has met such standards.

The termination of any claim, action, suit, or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that such Director, president, treasurer, clerk, assistant clerk, or Designated Person did not meet the standards of conduct hereinabove set forth as entitling him or her to indemnification.

Expenses incurred with respect to any claim, action, suit, or other proceeding shall be advanced by the corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount if it shall ultimately be adjudicated that he or she is not entitled to indemnification hereunder, which undertaking shall be accepted without reference to the financial ability of such person to make repayment.

The corporation shall have power to purchase and maintain insurance on behalf of any person who shall be, or who shall at any time have been, a Director, Officer, employee, or other agent of the corporation, or who, at the request of the Corporation shall serve, or who shall at any time have served, as an incorporator, Director, trustee, Officer, employee, agent, or Member of another corporation, trust, association, firm or other organization, against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability.

Adopted _____
Amended April 24, 2019