



Massachusetts Municipal Lawyers Association

Bylaws of the Massachusetts Municipal Lawyers Association, Inc.

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ARTICLE I – NAME AND PURPOSE

The name of the corporation shall be “Massachusetts Municipal Lawyers Association, Inc.” (“MMLA” or “Association” or “Corporation”) and the MMLA’s purpose shall be as set forth in its Articles of Organization.

ARTICLE II – MISSION

The MMLA advocates for and advances the interests of attorneys who represent municipal governments and other municipal or local entities as either city solicitor, town counsel, outside counsel, special counsel, or in a similar capacity by: (a) providing a congenial forum and networking system to educate and promote collaboration between Members by sharing strategies, practices, procedures, and experiences to address common legal and administrative issues, concerns, and challenges to better serve their municipal clients; (b) collecting and disseminating information on matters of concern to attorneys practicing in the field of municipal law; (c) promoting the continuing education of attorneys on issues affecting municipal law; and coordinating and conducting activities and efforts to represent the interests of its Members in cases, legislation, regulations, and policies of impact within or throughout the Commonwealth of Massachusetts.

ARTICLE III – STATEMENT OF PRINCIPLES

MMLA has incorporated its Statement of Principles into these Bylaws:

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:

- A. 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.
- B. Members will strive to stay current in the law, including participation in continuing education programs related to municipal law.

- C. Members will encourage and contribute to the understanding of municipal government functions and operations by both local officials and the public.
- D. Members will conduct themselves in a manner that advances professionalism in municipal law practice.

ARTICLE IV – MEMBERSHIP

The following individuals are eligible to apply for membership:

- A. Current Municipal Counsel. 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. Past Municipal Counsel. 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. Other Attorney. 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.
- D. Law Student. Any student currently enrolled in law school who, in the judgment of the Executive Board, has demonstrated a commitment to the practice of municipal law.

ARTICLE V – EXECUTIVE BOARD AND OFFICERS

A. EXECUTIVE BOARD

There shall be an Executive Board of thirteen (13) Directors, consisting of the President, the Vice-President, the Secretary, the Treasurer, the Immediate Past President, and eight (8) other Directors. Past Presidents shall serve on the Executive Board for one (1) year following the expiration of their term as President; thereafter, and if in good standing, any Past President may elect to serve ex officio on the Executive Board; however, any Past President who is not the Immediate Past President shall not have voting rights on the Executive Board.

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

Meetings of the Executive Board shall be held regularly at the discretion of the President at such times and places and in a manner as the President may determine.

A quorum of the Executive Board shall consist of seven (7) or more of the thirteen (13) Directors, exclusive of Past Presidents serving ex officio.

Participation in any meeting of the Executive Board may be in person or through remote participation. Any Director participating remotely shall be counted for purposes of establishing the quorum and may vote. In all other aspects, a remote meeting shall be treated the same as an in-person meeting

A majority vote of the Members of the Executive Board present and voting shall be required to authorize the filing of any amicus brief on behalf of the Association.

B. OFFICERS

1. President

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

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

Not later than March 1 of each year, the President shall appoint and convene the Nominating Committee.

The President, in consultation with the Vice-President where feasible, shall select and appoint Members to all standing and ad hoc committees and shall fill any vacancies occurring therein, in accordance with the provisions set forth in Article IX, and shall serve as ex officio Member of all committees.

2. Vice-President

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.

Where feasible, the Vice-President shall be consulted by the President concerning selection and appointment of Members to all standing and ad hoc committees, and any vacancies therein.

The Vice-President shall serve as the Chair of the Annual Conference Planning committee.

3. Secretary

The Secretary shall be the principal recording officer of the Association. The Secretary 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; and (d) perform such other duties as may be designated by the President or the Executive Board.

4. Treasurer

The Treasurer shall be the principal financial officer of the Association, shall have general charge of the financial affairs of the Association, and shall not hold any other office, nor the Executive Director position. The Treasurer shall: (a) collect all monies due the Association; (b) pay all regular expenses incurred in the ordinary operation of the Association; (c) disburse the monies of the Association as directed by the Executive Board or as authorized by these Bylaws; serve as a Member of the Finance Committee and monitor the annual budget approved by the Executive Board; (e) keep proper books of account and make reports thereof at the annual business meeting of the Association and, on a monthly basis, to the President and the Executive Board; and (f) perform such other duties as may be designated by the President or the Executive Board.

ARTICLE VI – ELECTIONS AND REMOVAL

A. ELECTIONS

The Nominating Committee shall, prior to the annual business meeting, make its nomination of Officers and Directors for the election at the annual business meeting. Notice of said election shall be provided as in Article VI. All nominees must be members of the Association in good standing and must maintain such membership during their terms.

All Officers and Directors shall be elected at the Association's annual business meeting and shall hold office for a term beginning July 1 following the election, through the next June 30, or until their successors are chosen, whichever is later. Vacancies in any office or on the Executive Board not otherwise provided for in these Bylaws may be filled by the Executive Board.

Officers shall be limited to one (1) term in the same office, except for the Secretary and the Treasurer. Directors shall be limited to a total of eight (8) consecutive one-year terms on the Executive Board; however, the Nominating Committee may, with good cause, considering the best interests of MMLA, and, with the concurrence of a majority of the Executive Board, waive the term limitations requirement to fill seat(s) on the Executive Board.

No person shall serve in more than one Officer position at any time.

B. REMOVAL

Any Member of the Executive Board, including an Officer, who is delinquent in their duties as a Member of the Executive Board may be removed from the Executive Board by a two-thirds (2/3) vote of the Executive Board. The Member facing removal shall not vote but will be allowed to speak on the matter before any such vote is called.

“Delinquent” is defined as either (a) missing three (3) regularly scheduled Executive Board meetings in a row, or (b) missing twenty-five per cent (25%) or more of Executive Board meetings in one (1) fiscal year. A missed meeting may be excused in the collective judgment of the President and Secretary, if good cause was provided in writing (when feasible) to them in advance of any Executive Board meeting. The Secretary shall note in the Executive Board meeting minutes all absences and the decision on the same as either “excused” or “unexcused.”

ARTICLE VII – MEETINGS OF THE ASSOCIATION

The annual business meeting of the Association shall be held between April 1 and June 30 of each year on a date the Executive Board shall designate. The Secretary shall provide notice thereof to each Member at least twenty (20) days before the meeting.

Meetings of the Association may be called by the President or Executive Board and special meetings 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 at least seven (7) days before the time of such meeting.

At any meeting of the Association 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 Bylaws.

A meeting in the nature of an Annual Conference to include panel discussions, social functions, and networking opportunities shall be planned and conducted annually under the direction of the Vice President and the Annual Conference Planning committee.

Participation in any meeting of the Association, including special meetings, may be in person or through remote participation. Any Member participating remotely shall be counted for purposes of establishing the quorum and may vote. In all other aspects, a remote meeting shall be treated the same as an in-person meeting.

ARTICLE VIII – ANNUAL DUES

Annual dues shall be as determined by the Executive Board and shall be payable on or before July 1 of each year. The Executive Board shall announce any such changes in dues before the annual business meeting.

Non-payment of dues by October 1 shall be grounds to terminate membership in the Association. Any such termination shall require written notice to the delinquent Member, who shall have fifteen (15) days after the date of the notice to cure such delinquency.

ARTICLE IX – MEMBERSHIP AND FISCAL YEAR

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

ARTICLE X – COMMITTEES

The MMLA shall have the following standing committees:

- A. Nominating
- B. Amicus Curiae
- C. Legislative
- D. Finance
- E. Programming
- F. Member Outreach and New Lawyers
- G. Governance
- H. Emeritus
- I. Annual Conference Planning

The President may, from time to time, appoint ad hoc committees, at their discretion.

The duties, membership and terms of each standing committee shall be set forth in a Committee Charter as adopted by and revised from time to time by the Executive Board. A majority of the membership of a Committee shall constitute a quorum and any votes by a Committee shall be by majority vote of those present and voting. Committees may hold their meetings in person or remotely, at the discretion of the Committee Chair, and shall provide periodic written reports to the Executive Board of their activities.

The President, in consultation with the Vice-President where feasible, shall select and appoint all standing committees and shall fill any vacancies occurring therein, in accordance with the following provisions:

1. All appointments to any committee shall be limited to a total of no more than six (6) consecutive years, which shall be either three (3) consecutive terms of two (2) years, or two (2) consecutive terms of three (3) years, depending on the Committee Charter. Thereafter, the Member is not eligible for appointment to the same committee for at least two (2) years. The terms of the members of each committee shall be staggered so that to the extent possible the same number shall expire in each year.
2. The President may, with good cause, considering the best interests of MMLA, and with the concurrence of a majority of the Executive Board, waive the term limitations requirement to fill seat(s) on any committee.
3. Appointments to fill vacancies shall be for the remainder of the term, if applicable. Thereafter, a Member appointed to fill the remainder of anyone's term may be eligible for original appointment to that committee for a further six (6) years.
4. The President shall appoint a committee Chair, after consulting with the committee Members and the outgoing Chair. Any Member of a committee is eligible to serve as Chair.

The President shall transmit written confirmation of all committee appointments to the Secretary, who shall keep records of committee appointments and terms, and report all appointments to the Executive Board at its next meeting.

ARTICLE XI – AMENDMENTS

These Bylaws may be amended at any regular or special meeting by vote of two-thirds (2/3) of the Members present and voting, notice of the substance of the proposed amendment having been provided in writing, and having been read at a previous meeting.

ARTICLE XII – USE OF FUNDS AND DISSOLUTION

- A. The corporation shall use 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 Executive Board shall determine;
- B. 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 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 purposes set forth in Article 1 of these Bylaws;
- C. 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); and
- D. 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 individual (including, without limitation, any individual, Director or Officer of the corporation).

ARTICLE XIII – 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 Bylaws 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 XIV – 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:

- A. those who shall be, or shall at any time have been, a Director or Officer of the corporation; and,
- B. 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 (2) 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 them 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 they may be or become involved or with which they may be threatened, as a party, witness, or otherwise, by reason of their being or having been such a Director, Officer, or Designated Person, or by reason of any alleged action taken or omission made in any such capacity, whether or not a Director, Officer, or Designated Person at the time any such liability, cost, or expense is incurred by, or imposed upon them

Such Director, Officer, or Designated 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, where it is determined that the Officer, Director, or Designated Person had no reasonable cause to believe that their 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, Officer, or Designated Person referred to herein who has been wholly successful, on the merits or otherwise, with respect to any 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, Officer, 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 Executive Board, 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, Officer, 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 (a) 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, Officer, or Designated Person has met the standards of conduct required by law or otherwise set forth in these Bylaws or (b) independent legal counsel shall deliver to the corporation their written advice that, in their opinion, such Director, Officer, 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, Officer, or Designated Person did not meet the standards of conduct hereinabove set forth as entitling them 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 they are 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, or Designated Person, against any liability incurred by them in any such capacity, or arising out of their status as such, whether or not the corporation would have the power to indemnify them against such liability.

ARTICLE XV - TRANSITION

These Bylaws shall take effect upon passage and be implemented as follows:

- A. Officers and Directors elected at the same meeting at which these Bylaws are approved for the term that begins the following July 1 shall hold their offices for the full term for which they were elected, or until successor Officers and Directors are chosen, whichever is later.

- B. If these Bylaws are approved by the membership, the separation of the Treasurer and Secretary positions shall not be effective until the incumbent no longer holds both positions. Thus, the Treasurer elected at the same meeting at which these Bylaws are approved may remain eligible for election for additional consecutive terms notwithstanding holding the office of Secretary and the Executive Director position. In addition, the provision that no person shall hold more than one Officer position at any time shall not apply to the incumbent Secretary/Treasurer until such time as the incumbent no longer holds both positions.
1. For any years so eligible and elected, the Executive Board shall consist of twelve (12) Directors, rather than thirteen (13).
 2. For any years where there are twelve (12), rather than thirteen (13) Directors, the Board must act by a majority of seven (7) votes.
- C. For committee terms beginning July 1, 2022, (a) the terms of one-half (1/2) of members initially appointed to committees with two-year terms shall end on June 30, 2023 and those of the remaining members shall end on June 30 2024 and (b) the terms of one-third (1/3) of the members initially appointed to committees with three-year terms shall end on June 30, 2023, one-third (1/3) shall end on June 30, 2024 and those of the remaining members shall end on June 30, 2025. Members appointed to less than full terms may be eligible for appointment to that committee for a further six (6) years.
- D. All other provisions shall be implemented July 1, 2022.

Adopted _____

Amended April 24, 2019

Amended June 8, 2022