



BY-LAWS OF THE BAR ASSOCIATION OF THE COMMONWEALTH OF THE NORTHERN MARIANA ISLANDS

ARTICLE ONE OFFICES

The principal offices of the Association shall be located on Saipan, Commonwealth of the Northern Mariana Islands (CNMI). The Board shall have the power and authority to establish and maintain branch or subordinate offices at any other locations within the (CNMI).

ARTICLE TWO MEMBERSHIP

Section 1. Annual Meeting. The annual meeting of the membership shall be held on the third (3rd) Thursday in the month of February in each year, at the hour of 12:00 o'clock noon, for the purpose of electing officers and Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election of Directors is not held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the Board shall cause the election to be held at a special meeting of the members as soon thereafter as is

convenient.

Section 2. Monthly Meetings. A monthly meeting of the membership shall be held on the third (3rd) Thursday in every month (except February) of each year or such other day as the Board directs, at the hour of 12:00 o'clock noon, or such other time as the Board directs, for the purpose of the transaction of such business as may come before the meeting. If the day fixed for a monthly meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day.

Section 3. Special Meetings. Special meetings of the membership, for any purpose, may be called by the president or by the Board, and shall be called by the president at the request of not less than 30% of the active members of the Association.

Section 4. Place of Meeting. The Board may designate any place within the Northern Mariana Islands, as the place for any meeting.

Section 5. Notice of Meeting. Notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than three days before the date of the meeting, either personally or by mail, e-mail, facsimile, or similar electronic means, or by placing the same in the members box at the Commonwealth Superior Court, by or at the direction of the president, or the secretary, or the officer calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the mail, addressed to the member at his or her address as it appears on the books of the Association, with postage thereon prepaid. If delivered by electronic means, such notice shall be deemed to be delivered if sent to the last electronic address as it last appears on the books of the Association.

Section 6. Quorum. Unless a higher number is required by the Constitution, those active members of the Association entitled to vote, represented in person, who are present at a duly-noticed meeting, regardless of number, shall constitute a quorum at a meeting of members.

Section 7. Proxies. Voting by proxy shall not be permitted.

Section 8. Types of Membership.

There are three (3) types of memberships: active, limited active and inactive.

A. **Active:** An active member is a person who is admitted to the CNMI Bar Association and who is actively engaged in the practice of law, whether in private, government or public service practice, in the CNMI.

B. **Limited Active:** A limited active member is a person who is actively engaged in the practice of law in the CNMI in government or public service and who is admitted to the CNMI Bar Association on limited admission pursuant to 1 CMC Section 3603; and

C. **Inactive:** An inactive member is a person who is admitted to the CNMI Bar Association and who is not actively engaged in the practice of law, whether in private, government or public service practice, in the CNMI.

Section 9. Voting. In all matters requiring action of the membership, every active and limited active member shall be entitled to one vote. A majority of the members voting shall constitute action of the members.

Section 10. Manner of Voting. Voting on any question (other than the election of officers and Directors, of the amendment of the Constitution or By-laws) may be by voice vote, unless the presiding officer shall order, or the membership so require by a motion duly approved by the

members in attendance, that voting be by ballot.

Section 11. Nomination and Written Ballots.

A. The election of the officers and Directors of the Association, and the adoption of amendments to its Constitution and By-laws, shall be by written ballot.

B. Nomination for any office under these bylaws shall be announced and remain open for at least seven (7) calendar days prior to the distribution of written ballots. No write-in candidates shall be allowed and a vote for a write-in candidate shall not be counted.

C. Written ballots shall be given (in the manner provided in Article Two, Section 5 of these by-laws for the giving of notice of meetings) to each active and limited active member of the Association not later than ten (10) days prior to the date of the meeting at which the ballots are to be cast.

D. A member need not be present at a meeting to cast a vote by written ballot at that meeting if the member's ballot shall have been received by the Secretary, or such other person designated by the President or Board, prior to the meeting being convened.

E. Absentee ballots, together with the ballots cast by members in attendance, shall be opened and counted, in the presence of the membership, and the results shall be announced at the meeting. The Board of Directors shall provide for the issuance, receipt, and tabulation of ballots.

***ARTICLE THREE
BOARD OF DIRECTORS***

Section 1. General Powers. The business and affairs of the Association shall be managed by its Board of Directors.

Section 2. Tenure and Qualifications. As provided in the Charter of the Association, the affairs of the Association shall be managed by a five (5) member Board of Directors (“Board”) which includes the officers of the Association, the immediate past president of the Association, plus one additional director in the event that the office of Treasurer and Secretary are held by one person. The members of the Board shall be active or limited active members of the Association, residing within the CNMI. The officers and Directors shall be elected at the annual meeting of members. The term of office of the officers and Directors shall be until the next annual meeting of members and the election and qualification of their successors. The officers of the Association, as specifically enumerated in Article Four, Section 1 of these By-laws, shall also serve as Directors. The immediate past president of the Association shall, without a further election, hold over for one year as one of the five voting members of the Board of Directors, if the immediate past president remains an active or limited active-member of the Association, a resident of the CNMI, and agrees to serve as a Director.

Section 3. Meetings. Meetings of the Board of Directors may be called by or at the request of the president or any two Directors, and shall be held at such place as the Directors may determine. The Board may by resolution provide for a regular date and place for meetings.

Section 4. Notice of Meeting

A. Notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than three days before the date of the meeting, either personally or by mail, e-mail, facsimile, or similar electronic means, or by placing the same in the members box at the Commonwealth Superior Court, by or at the direction of the President, or the Secretary, or the Officer calling the meeting, to each

member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the mail, addressed to the member at his or her address as it appears on the books of the Association, with postage thereon prepaid. If delivered by electronic means, such notice shall be deemed to be delivered if sent to the last electronic address as it last appears on the books of the Association.

B. Waiver of Notice. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting.

C. Board Action Without Meeting. With the consent of the majority of the Directors, the Board may act via teleconference, e-mail or other electronic means. Such action must be approved at the next regular meeting of the Board.

Section 5. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Provided that, if a vacancy exists on the Board, then the quorum shall consist of a majority of the remaining Directors. But in no event shall a quorum consist of less than three (3) Directors.

Section 6. Decisions of Board. Any act approved by the majority of the Directors present at

a meeting, at which a quorum is present, or pursuant to Section 4 (c) of this article, shall be the act of the Board.

Section 7. Vacancies. Any vacancy occurring in the Board may be filled by the membership at a regular monthly meeting, in which case the requirement of written ballots under Section 11 of Article Two shall be suspended. Such vacancy shall be announced and the intent to elect a Director to fill such vacancy is announced not less than fifteen (15) days prior to the general membership meeting at which the vacancy is to be filled. A Director so elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 8. Presumption of Assent. A Director of the Association who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall personally deliver or forward such dissent, in writing to the secretary of the Association, immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 9. Acquisition of Property. The Board shall have the power to acquire by purchase, gift, or any other lawful manner, any personal property, rights, or privileges that the Association may lawfully acquire, at such price and on such terms and conditions as the Board shall deem proper.

Section 10. Fiscal Affairs. In connection with the fiscal affairs of the Association, the Board shall have the following powers:

A. To make provision for the prompt discharge of the Association's obligations as they mature, including payment for any property or rights acquired by the Association.

B. To borrow money on the credit of the Association, provided that no loan shall be contracted in behalf of the Association, and no evidence of indebtedness shall be issued in its name, unless authorized by resolution of the membership. Such authorization shall be confined to specified transactions, which the general membership has previously approved.

C. To set apart out of funds of the Association a reserve for any proper purpose, and to provide for the use of such reserve under appropriate regulations and for its termination when the purpose for which it was created has been served. The purpose for which reserve funds may be established shall include, but not limited to, the following: to meet contingencies, anticipated or unanticipated; including but not limited to investigating and/or prosecuting ethics violations, and to repair and maintain any property of the Association.

D.. To fix the compensation schedules for persons actually rendering services to the Association.

E. To select banks and other depositories for the funds of the Association, provided that such institutions must be FDIC insured.

F. To designate the officer or officers who shall be authorized to sign checks, drafts, orders for the payment of money, notes, and other instruments on behalf of the Association. All such instruments shall be signed and co-signed by the president and the treasurer, or any other two officers which the Board may authorize by its written resolution.

Section 11. Expenditure Policy; Objection(s) to Expenditure(s).

A. Policy Concerning Expenditure of Membership Fees. It is the general policy of the Association to restrict the disbursement of membership fees to expenditures necessarily or reasonably incurred for the purposes set forth in Article 3 of the Constitution of the Association. These expenditures are considered “chargeable” within the meaning of Keller -v- State Bar of California, 496 U.S. 1, 110 L.Ed. 2d 1, 110 S.Ct. 2228 (1990). To the extent that any member objects to the disbursement of the membership fees for the reason that the member believes the expenditure to be non-chargeable, the member must file an objection as provided in subparagraphs (C) and (D).

However, the Board of Directors, upon a vote of three quarters of the members of the full Board, may approve the disbursement of membership fees for expenditures which are considered non-chargeable within the meaning of Keller -v- State Bar of California. If the Board disburses membership fees for non-chargeable expenditures, notice of expenditure(s) shall be given at the next monthly meeting of the Association, and a member may request in writing to the President, an appropriate refund of membership fees within sixty (60) days after the meeting. The refund, which shall be determined by the Board, shall be limited to that pro-rata amount of a member’s membership fees reasonably related to any costs actually incurred with regard to the non-chargeable activity. To the extent that any member objects to the determination of the amount of expenditure, the member must proceed under subparagraph (d).

B. Publication of Annual Budget. Following approval by the Board, the annual budget of the Association shall be distributed to ensure notice to all dues-paying members. In addition, copies of the approved annual budget shall be available to members upon request.

C. Time for Filing Objection(s). A member's objection to the expenditure of membership fees by the Board must be received by the President or postmarked within sixty (60) days of the first monthly meeting following distribution of the annual budget.

D. Arbitration of Objection(s) to Expenditure(s). Upon receipt of a timely objection to an expenditure, the President shall appoint a hearing master to consider the objection. All objections to expenditure(s) shall be consolidated in a single proceeding, where possible. The Association shall have the burden of proving by a preponderance of the evidence that the expenditure(s) objected to is chargeable.

In addition, the President shall direct the Treasurer to determine the amount of the expenditure(s) reasonably in dispute involving the objecting member(s) and shall order that amount to be held in an interest-bearing escrow account pending final determination by the Board, or if appealed, Commonwealth Courts.

If the hearing master determines that an objection to an expenditure has been frivolously made, the hearing master may assess costs associated with the proceeding against the member(s) filing the frivolous objection(s).

ARTICLE FOUR OFFICERS

Section 1. Number. The officers of the Association are (1) a president, (2) a vice-president, (3) a secretary, and (4) a treasurer, each of whom shall be elected by the membership and shall serve as the Board of Directors of the Association. The offices of Secretary and Treasurer may be held by

one person, in which instance the membership shall elect an additional director.

Section 2. Election and Term of Office. The officers of the Association shall be elected at each annual meeting of the members. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office until his or her successor has been duly elected and qualifies or until his or her death or resignation or removal in the manner hereinafter provided.

Section 3. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the membership at a regular monthly meeting for the unexpired portion of the term, in accordance with the requirements of Article III, Section 7.

Section 4. Power and Duties of President. The president shall be the Association's principal executive officer and shall exercise general supervision and control over all the business and affairs of the Association. The president shall have the following specific powers and duties:

- A. To preside at all meetings of the members.
- B. To have general and active management of the affairs of the Association.
- C. To see that all orders and resolutions of the Board and the membership are carried into effect.
- D. To have general supervision and direction of all the other officers of the Association and of the agents and employees thereof and to see that their respective duties are properly performed.
- E. To operate and conduct the affairs of the Association according to the orders and resolutions of the Board, and the membership, and according to his or her own discretion whenever

and wherever it is not expressly limited by such orders and resolutions.

F. To submit a report of the operations of the Association to the Directors and the membership at the annual meeting, and from time to time to report to the Directors and the members all matters within his knowledge that should be brought to their attention in the best interests of the Association.

G. In addition to the foregoing, the president shall have such other powers, duties, and authority as may be prescribed by the Board or the membership from time to time.

Section 5. Powers and Duties of Vice-President. The vice-president shall exercise the powers and perform the functions that are from time to time assigned to him by the president, the Board, or the membership. The vice-president shall have the powers and shall exercise the duties of the president whenever the president, by reason of illness, disability, or absence from the Commonwealth is unable to act, and at other times when specifically so directed by the president or the Board.

Section 6. Powers and Duties of Secretary. The secretary shall be the legal custodian of and shall maintain the Association's books and records and shall be the recorder of the Association's formal actions and transactions. The secretary shall have the following specific powers and duties:

A. To record or see to the proper recording of the minutes and transactions of all meetings of the Directors and the members and to maintain separate minute books at the principal office of the Association, or such other place as the Board may order, of all such meetings in the form and manner required by law. To insure that the minutes of each general membership meeting are drafted and made available to the presiding officer for ratification by the members at the next

general membership meeting.

B. To keep at the principal office of the Association record books showing the details required by law with respect to the membership of the Association.

C. To keep at the principal office, open to inspection by members at all reasonable times, the original or a certified copy of the Constitution and By-laws of the Association as amended or otherwise altered to date.

D. To attend to the giving and serving of all notices of the Association required by law or these By-laws to be given.

E. To attend to such correspondence and make such reports as may be assigned.

F.-In addition to the foregoing, the secretary shall have such other powers, duties, and authority as may be delegated by the president or Board from time to time.

G. The Board may hire staff to perform any or all of the above administrative responsibilities under Board supervision.

Section 7. Powers and Duties of Treasurer. The treasurer shall be its chief fiscal officer and the custodian of its funds, securities, and property. The treasurer shall have the following specific powers and duties:

A. To keep and maintain, open to inspection by the president, and any Director, and any member of the association at all reasonable times, adequate and correct accounts of the properties and business transactions of the Association, which shall include all matters required by law and which shall be in form as required by law.

B. To have the care and custody of the funds and valuables of the Association and

deposit the same in the name and to the credit of the Association with such depositories as the Board may designate and in accordance with Article III, Section 10(F).

C. To maintain accurate lists and descriptions of all capital and assets of the Association.

D. To see to the proper drafting of all checks, drafts, notes, and orders for the payment of money as required by the affairs of the Association.

E. To disburse the funds of the Association in accordance with the annual budget and the directives of the Board and insure that there is proper and sufficient documentation to support, to take proper vouchers for such disbursements.

F. To render to the President and Secretary or to the Board of Directors , whenever they may require it, an account of all transactions as Treasurer, and financial statements in forms satisfactory to them, showing the financial condition of the Association.

G. In addition to the foregoing, the treasurer shall have such other powers, duties, and authority as may be set forth elsewhere in these By-laws and as may be prescribed by the Board from time to time.

ARTICLE FIVE COMMITTEES AND SECTIONS

Section 1. Standing Committees. The Association shall have the following Standing Committees:

A. Disciplinary Committee. This Committee shall have responsibility for matters relating to professional ethics, the unauthorized practice of law, and such other complaints as may be

referred to it, or such other matters that the committee deems appropriate for review or other actions which is deems appropriate to investigate; the Committee shall exercise such powers and responsibilities as are conferred upon it pursuant to the *Disciplinary Rules & Procedures for Persons Practicing Law in the Courts of the Commonwealth* promulgated by Commonwealth Supreme Court.

B. Committee on Legal Education. This Committee shall have responsibility for all matters relating to continuing legal education, and such other related matters as may be referred to it by the Board of Directors or the general membership and as conferred on it pursuant to the *Commonwealth Rules for Continuing Legal Education* promulgated by the Commonwealth Supreme Court (Judicial Administrative Order No. 2001-502, effective date April 18, 2005).

C. Committee on Judiciary and Government. This committee shall have responsibility for all matters relating legislation and other matters before the Legislature, and any issues relating to the Executive and Judicial Branch of the CNMI government, and such other related matters as shall be referred to it by the Board of Directors or the general membership.

D. Committee on Bar Programs. This Committee shall have responsibility for all matters relating to relationships between the legal profession and the community, any court libraries, education and training of non-lawyers, the social affairs of the Association, and such other related matters as may be referred to it by the Board of Directors or the general membership. Examples of matters under the Committee's jurisdiction are: the Mock Trial Program, the AG's Cup, Law Day and similar events.

E. Bench-Bar Committee: .This Committee shall have responsibility for all matters relating to relationships between the legal profession and the judiciary. The Committee shall

represent the interests of the Association in issues of mutual interest to the Association and the judiciary.

Section 2. Representation of the Association.

A. 9th Circuit Representation: The membership of the Association shall elect a 9th Circuit Representative to represent the Association in its relationship with and in all matters concerning the 9th Circuit Court of Appeals. The 9th Circuit Representative shall be elected in accordance with the election procedures set for in these bylaws for the election of officers and board members of the Association. The 9th Circuit Representative shall serve for a term of three (3) years. A vacancy in the office shall be filled in the same manner as a vacancy on the Board of Directors under these bylaws.

B. ABA Representation: The membership of the Association shall elect an ABA Representative to represent the Association in its relationship with and in all matters concerning the American Bar Association. The ABA Representative shall be elected in accordance with the election procedures set for in these bylaws for the election of officer and board members of the Association. The ABA Representative shall serve for a term of two (2) years. A vacancy in the office shall be filled in the same manner as a vacancy on the Board of Directors under these bylaws.

Section 3. Special Committees. There shall be such special committees as may be established by the general membership, the courts, or the Board of Directors. Special Committees shall have such responsibilities as are referred to them by the general membership, the CNMI courts, or the Board and shall have a term as specified by the body which created them.

Section 4. Chairpersons.

A. Each committee of the Association shall be chaired by a chairperson who shall be appointed by the President.

B. No person shall serve simultaneously as chairperson of more than one standing committee, unless approved by the Board of Directors.

C. Chairpersons of standing committees shall receive notice of and attend meetings of the Board.

Section 5. Committee Membership.

A. Members of the various committees, other than the Disciplinary Committee, shall be appointed by the chairperson. In appointing members of committees, the chairperson shall, solicit volunteers from the membership of the Association.

B. Disciplinary Committee members shall be elected pursuant to Rule 5 of the Disciplinary Rules and Procedures.

Section 6. Committee Reports. Every committee chairperson shall submit a written report its activities to the Board of Directors and the membership at least once every three (3) months. Such report may transmitted electronically to the membership.

Section 7. Sections. The Association may establish sections relating to substantive areas of the law. Each section so established shall adopt bylaws not inconsistent with the Constitution of the Association and these Bylaws. The jurisdiction for each section shall be described in its bylaws. Section bylaws become effective when approved by the membership. Every section shall report its activities to the membership at each regular meeting of the membership or as otherwise directed by the President.

**ARTICLE SIX
MEMBERSHIP FEES**

Section 1. Annual Membership Fees.

A. Active and Limited Active Members. Annual fees are determined by the years of practice since the first bar admission to any jurisdiction. Annual fees for attorneys in public service and government practice are discounted as follows:

<u>Years Since 1st Bar Admission</u>	<u>Private Practice</u>	<u>Public/Government</u>
0 - 5	\$175.00	\$125.00
6 or more	\$225.00	\$175.00

B. Inactive Members. Annual fees for all inactive members of the Association shall be One-Hundred Twenty-Five Dollars (\$125.00).

C. Earmarking of Fees. Twenty-five dollars (\$25.00) of each member's paid membership fees shall be donated by the Bar Association to the Marianas Office of Micronesian Legal Services to support legal services to the indigent in the CNMI. Provided that no such donation shall be made for a member paying a pro-rated amount for first annual membership.

Section 2. Date of Payment. Annual membership fees are due on the first day of January of each year. Any person who becomes a member after January 1, shall pay a pro rata amount based on

the months remaining in that year. No pro rata refund shall be given to a member who withdraws from membership in the Association,

Section 3. Notice of Membership Fees Due. Not later than the first (1st) day of November of each year, the Secretary shall cause notice to be sent by first class mail or delivered by e-mail, facsimile, or similar electronic means, if available, or by placing the same in the members box at the Commonwealth Superior Court to each member of the Association that the annual membership fees for the coming year, as specified in Section 1 of this Article Six are due by January 1. Such notice is a courtesy to the member; failure of such notice shall not excuse the non-payment of membership fees by a member by January 1st.

Section 4. Non-Payment of Annual Fees. The Secretary shall promptly notify the President, by January 31st of each year, of the name of any member of the Association who has not paid the annual membership fee by January 1st. Thereafter, the Association shall give written notice, by first class registered mail (return receipt requested) to each such member, advising such member that, if the member's dues are not paid within thirty (30) days from the date of such notice, the member's membership in the Association and his or her right to practice law in the Commonwealth will be suspended. In addition to notice by registered mail, and as a courtesy to members, such notice may also be provided by electronic means, if available.

Section 5. Suspension of Right to Practice. In the event that the member does not pay the annual membership fees within such thirty (30) day period, the President shall certify, in writing, the fact of nonpayment of annual dues to the Chief Justice of the Commonwealth Supreme Court. The Chief Justice shall suspend the right of the member's to practice law in the Commonwealth.

Thereafter, the President shall send written notice of the suspension by the Chief Justice to the member by first class registered mail (return receipt requested). In addition to notice by registered mail, and as a courtesy to members, such notice may also be provided by electronic means, if available.

Section 6. Reinstatement.

A. A member whose right to practice law in the Commonwealth has been suspended pursuant to Section 5 may apply to the Board of Directors for reinstatement within six (6) months of suspension.

B. The Board shall recommend the reinstatement of the suspended member upon receipt of appropriate application and payment of all delinquent membership fees together with an additional late-filing penalty fee of Two Hundred Dollars (\$200.00) and compliance with all other relevant requirements (*e.g.* CLE filings).

C. Upon the receipt of all such application, fees, and other compliance matters, the President shall notify the Chief Justice of the Commonwealth Supreme Court that the Association recommends that the suspended member be reinstated to practice law in the CNMI.

Section 7. Termination.

A. A member who has been suspended for more than six (6) months shall be terminated from the practice of law in the CNMI and his or her name stricken from the roll of the members of the Association.

B. The President shall notify the Chief Justice of the Commonwealth Supreme Court that the member has failed to make an application for reinstatement within the six (6) months period,

as provided in sect. 6 and request termination.

C. The President shall send a notification of termination by sending a copy to the member of the request to the Chief Justice of the Commonwealth Supreme Court to terminate-the member's right to practice. Such notification shall be sent by first class registered mail (return receipt requested). In addition to registered mail, and as a courtesy to members, such notification may also be provided by electronic means, if available.

Section 8. Reinstatement After Termination. A person whose right to practice law within the CNMI has been terminated may be reinstated only by the Chief Justice of the Commonwealth Supreme Court and upon such terms and conditions as the Court shall provide.

Section 9. Notice of Change of Address. All members have the duty to advise the Association, through the Secretary or his or her designee, of any changes in their address or other contact information, in writing. No member shall be entitled to protest of inadequate notice, under these by-laws, if the member fails to notify the Association of his/her current address and/or contact information. The burden of proof with respect to proper notification shall lie with the member.

Section 10. Membership of Judges. A person who, while an active or inactive member of the Association, is appointed a judge of a court of record of the Commonwealth of the Northern Mariana Islands, including the District Court for the Northern Mariana Islands, shall be relieved of his or her obligation to pay membership fees during his or her judicial service. Provided that he or she is otherwise qualified to practice law in the Commonwealth, such a person shall be entitled to reinstatement upon application within six months of the end of his or her judicial service-and payment of the then current year's membership fees on a pro rata basis.

ARTICLE SEVEN
CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts. No contracts shall be made in the name of and on behalf of the Association unless authorized by the Board of Directors. Such authority may be general or confined to specific instances. Upon recommendation of the Disciplinary Committee, the Board of Directors may retain legal counsel to represent the Association in prosecuting a disciplinary proceeding.

Section 2. Loans. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the membership. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, or Orders. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such two (2)-officers of the Association who have been duly authorized by resolution of the Board.

Section 4. Deposits. All funds of the Association, not otherwise employed, shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories, within the Northern Mariana Islands, as the Board may select in accordance with Article III, Section 10 (F).

Section 5. Indemnity.

A. The Northern Mariana Islands Bar Association shall and does hereby indemnify and hold harmless each person, and their heirs and administrators, who shall serve at any time as a Director, officer, Disciplinary Committee member or investigator of the NMI Bar Association from and against any and all claims, judgments, and liabilities to which each person shall become subject by reason of their having been a Director, officer or Disciplinary committee member or investigator of the association, or by reason of any action alleged to have been taken or omitted by that person in good faith as such Director, officer, Disciplinary Committee member or investigator, acting within the scope of their authority, and shall reimburse each such person for all legal fees and other expenses reasonably incurred in connection with any such claim or liability, including any defense of such person from all suits or claims.

B. The rights accruing to any such persons under this section shall not exclude any other right to which they may lawfully be entitled, nor shall anything in this section restrict the right of the CNMI Bar Association to indemnify or reimburse any member in any case that the Board deems proper, even though not specifically provided for in this section.

C. The amount of indemnification to which any officer or any Director may be entitled under this section shall be fixed by the Board, except that in any case where there is no disinterested majority of the Board available, the amount shall be fixed by vote of the disinterested members of the Bar Association.

***ARTICLE EIGHT
WAIVER OF NOTICE***

Whenever any notice is required to be given to any member or Director of the Association under the provisions of these by-laws or under the provisions of the Constitution of the Association or under the provisions of law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE NINE AMENDMENTS

These By-laws may be amended, or may be repealed and new By-laws may be adopted, by two-thirds of the ballots cast at any regular or special meeting of the Association called for that purpose. A member need not attend such meeting in order to cast his/her ballot. A blank or void ballot shall not constitute a "ballot cast". Upon adoption by the Association, as provided above, the Amended By-Laws shall be submitted to the CNMI Supreme Court for its approval. Such Amended By-Laws shall be deemed approved and in effect if no action is taken within 60 days of submission to the CNMI Supreme Court.

ARTICLE THREE (AMENDMENT)
BOARD OF DIRECTORS

Section 2. **Tenure and Qualifications.** As provided in the Charter of the Association, the affairs of the Association shall be managed *by a seven (7) member Board of Directors ("Board") which includes the officers of the Association, the immediate past president of the Association, plus two additional directors.* The members of the Board shall be active or limited active members of the Association, residing within the CNMI. The officers and Directors shall be elected at the annual meeting of members. The term of office of the officers and Directors shall be until the next annual meeting of the members and the election and qualification of their successors. The officers of the Association, as specifically enumerated in Article Four, Section I of these By-laws, shall also serve as Directors. The immediate past president of the Association shall, without a further election, hold over for one year as one of the seven voting members of the Board of Directors, if the immediate past president remains an active or limited active-member of the Association, a resident of the CNMI , and agrees to serve as a Director.

2011BUDGET AMENDMENT

***“A proposed amendment to the annual budget to add a line item of up to \$25,000.00 to assist in financing a private conflicts counsel to handle criminal and other court appointed cases in the CNMI Superior Court. The CNMI judiciary will match the \$25,000.00 and the Bar will procure and contract for such counsel with a member or members of the CNMI Bar.*”**