

# **MELA BYLAWS**

## **ARTICLE I. NAME**

The formal name of the organization shall be MARYLAND EMPLOYMENT LAWYERS ASSOCIATION, but it will be abbreviated and referred to as MELA.

## **ARTICLE II. STATEMENT OF PURPOSES**

MELA's purposes shall be (i) advance employee rights in Maryland and serve Maryland lawyers who advocate for equality and justice in the workplace, and (ii) to be the recognized affiliate of the National Employment Lawyers Association in Maryland.

## **ARTICLE III. MEMBERSHIP**

### *Section 1. Classes of Membership*

(a) Regular Members: Any person who is an active member of the State Bar of Maryland, who subscribes to and upholds MELA's stated purposes, and who certifies that sixty percent (60%) or more of his or her employment-related legal representation is on behalf of employees is eligible for regular membership. Only regular dues-paying members in good standing are eligible to vote, serve on the MELA Executive Board, or participate in other benefits of membership, including MELA's confidential listserv.

(b) Other Membership Classes: None at this time.

### *Section 2. Dues and Membership Status*

The Board shall have authority to establish dues and to expel or suspend any member for just cause, including failing to meet the membership requirements described herein. The Board or a committee it designates shall review and approve applicants for membership. A membership shall expire upon the failure of a member to renew membership through the payment of dues on or before their due date.

### *Section 3. Confidentiality*

The Board shall require all applicants to agree to keep confidential all communications with fellow members regarding case selection, trial strategy, judges, clients, opposing counsel, and the like, including all communications on MELA's confidential listserv. The Board shall further require applicants to agree not to participate in or use MELA's confidential listserv regarding any employment matter in which he or she represents the employer.

## **ARTICLE IV. AFFILIATION**

### *Section 1. NELA Affiliation*

MELA is a recognized affiliate of the NELA and shall take all reasonable steps to retain affiliate recognition and remain in good standing with NELA.

*Section 2. Cooperation*

MELA will encourage but not require members of MELA to be members of NELA, and MELA will cooperate with NELA in developing and promoting NELA's programs, activities, and objectives.

*Section 3. Termination*

The affiliation with NELA may be terminated at any time by a majority vote of the members. Upon termination of the affiliation, MELA shall cease use of NELA's name and logo.

**ARTICLE V. RIGHTS OF MEMBERS**

Any member in good standing of MELA may attend any meeting, event, or activity sponsored by MELA and may receive the benefits of any services provided by MELA.

**ARTICLE VI. EXECUTIVE BOARD & OFFICERS**

*Section 1. Board Authority*

The Executive Board shall be governing the body of MELA and shall control and formulate the policies of MELA and direct its affairs through MELA's officers and Board members. The Board shall do all things necessary and proper to accomplish the purposes of MELA and may delegate any of its functions to officers and Board members.

*Section 2. Board Composition*

The Board shall be composed of five (5) members, who serve as officers, until at the earliest January 1, 2010. Thereafter, the Board shall be composed of seven (7) members, five (5) of whom shall be officers and two (2) of whom shall be at-large members. The five officer members will be elected to terms of two calendar years, staggered, and shall serve until their respective successors are elected and qualified. Provided, however, that the Board in place on January 1, 2009 shall, by agreement or by drawing lots, designate two of their number who shall serve a one-year term. Thereafter, elections shall be for two or three officer board members each year, and for the two at-large board members. The terms of the initial Board members shall run from January 1, 2009 until the end of calendar year 2009 for one-year members and until the end of calendar year 2010 for two-year members. The two at-large members are elected at large by the general membership every year to terms of one year, and shall serve until their respective successors are elected and qualified.

### *Section 3. Board Meetings*

The Board shall meet at least once a year. Board meetings may be called by the President or by any two Board members. The quorum for any meeting shall be a majority of the Board members. Such meetings shall be chaired by the President. The Board may act without a meeting by written vote of a majority of its members. No Proxy voting is permitted. Board meetings may be held electronically or by telephone conference after three (3) days notice to all Board members.

### *Section 4. Election of Board Members*

(a) There shall be a President, two Vice-Presidents, a Secretary, and a Treasurer, and two at-large members, who shall be elected by the membership. No later than October 1 each year beginning in 2009, the President shall solicit, by email or regular mail to the general membership, nominations for Board members. Self-nominations are permitted.

(b) After a nomination period of twenty-one (21) days, the Secretary/Treasurer shall distribute by email or regular mail ballots containing all nominated candidates to the general membership.

(c) Each member shall have fourteen days from the date ballots were sent to return the ballot.

(d) Candidates receiving the most votes shall be elected.

(e) Board members elected shall take office on January 1 following their election.

### *Section 5. Officers*

The President, two Vice-Presidents, a Secretary, and a Treasurer, elected by the membership, shall be the Officers and the Executive Board of MELA.

### *Section 6. Removal of Board Members and Officers*

The Board shall have authority to remove any officer or Board member for just cause.

### *Section 7. Interim Board Members and Officers*

In the case of a vacancy, the Board shall have authority to appoint interim officers and Board members.

## **ARTICLE VII. COMMITTEES**

*Section 1. Standing Committees*

The Board may establish standing committees.

*Section 2. Ad Hoc Committees*

The President or the Board may establish ad hoc committees.

*Section 3. Committee Chairs*

The President shall designate the chair of each committee, subject to the approval of the Board.

**ARTICLE VIII. AMENDMENTS**

These bylaws may be amended upon a two-thirds vote of those present and voting at any properly-called meeting of the Board provided notice of the meeting and of the proposed amendment is sent by email or regular mail to the general membership at least thirty (30) days before the meeting.

**ARTICLE IX. TERMINATION**

If the organization is terminated, any funds or other assets remaining shall be turned over to NELA as a contribution.

**ARTICLE X. ADOPTION**

These bylaws were adopted by the Executive Board on December \_\_, 2008.

By: s/ Kathleen Cahill, President  
s/ Mary Keating, Vice-President  
s/Danny Katz, Vice-President  
s/Pamela Ashby, Secretary  
s/Julie Martin-Korb, Treasurer