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PREAMBLE

The Ben F. Jones Chapter of the National Bar Association was founded in 1966 to address the unique needs of African American lawyers and to enhance their performance and professionalism at a time when they were largely excluded by the majority bar. The Ben F. Jones Chapter was so named in honor of one of its founding fathers, Ben F. Jones, who practiced law in Shelby County from 1949 until his untimely death in 1966 – the same year of the Chapter's founding.

SECTION I:
NAME

The name of this organization shall be "the Ben F. Jones Chapter of the National Bar Association" ("the Chapter").

SECTION II:
MISSION STATEMENT

The Ben F. Jones Chapter of the National Bar Association shall serve the following purposes:

- (1) To foster and promote professionalism, collegiality, and legal education among members of the bar;
- (2) To proactively and visibly advocate causes that protect and advance the rights and privileges of members, their families, and their communities;
- (3) To promote diversity within the bar;
- (4) To enhance the performance and increase the professional opportunities of member attorneys;
- (5) To promote responsible relationships between the legal profession and public;
- (6) To engage in community outreach in order to enhance public understanding of the law;
- (7) To promote understanding of and adherence to legal ethics;
- (8) To promote the rule of law;
- (9) To protect the independence of the judiciary; and
- (10) To support and uphold the express constitutional objectives of the National Bar Association.

SECTION III:
AFFILIATION WITH THE NATIONAL BAR ASSOCIATION

The Ben F. Jones Chapter is affiliated with the National Bar Association ("NBA"). Unless the NBA grants its express permission and consent otherwise, neither the Chapter nor its agents or Officers

shall take any official action that either (1) obligates or binds the NBA, (2) creates indebtedness for the NBA, (3) impairs the faith or credit of the NBA, or (4) purports to represent the views of the NBA.

SECTION IV:
GENERAL MEMBERSHIP

Provided that he or she is eligible for membership in the National Bar Association, any of the following shall be eligible for membership in the Chapter: (1) any attorney who is admitted to the Bar in the State of Tennessee; or (2) any attorney whose residence is located within the Memphis area; or (3) any attorney whose place of business is located within the Memphis area; or (4) any attorney whose active practice is located within the Memphis area.

SECTION V:
STUDENT MEMBERSHIP

All law students whose residence or law school is located within the Memphis area shall be eligible for membership as student members of the Chapter.

SECTION VI:
APPLICATION FOR MEMBERSHIP

All applications for membership in the Chapter shall be made in such form as is required by the Chapter and shall be accompanied by such dues as are required by the Chapter.

SECTION VII:
MEMBERSHIP DUES

Each general member shall pay membership dues annually to the Chapter. Student members shall not be assessed dues. The Board of Directors shall set the amount of dues by a majority vote, subject to confirmation by a majority vote of the membership at the annual meeting. Deadlines for payment, penalties for non-payment, and other enforcement measures shall be determined and executed by the Treasurer, with the approval of the Board of Directors.

SECTION VIII:
EXECUTIVE OFFICERS

The Executive Officers of the Chapter shall be President, Immediate Past-President, Vice-President (President-Elect), Treasurer, Recording Secretary, Corresponding Secretary, and Parliamentarian. These Officers shall collectively constitute the Executive Committee.

- A. Elections. With the exception of the President and the Immediate Past President, all Executive Officers shall be elected at the Chapter's annual meeting by a majority vote. The

President and the Immediate Past President shall automatically succeed to their respective positions as prescribed in these By-Laws.

- B. Term of Office. The term of each Officer elected at an annual meeting shall commence on January 1 of the immediately following said annual meeting and elections. In the rare event that the annual meeting is unavoidably delayed until after January 1, the Officers elected at said meeting shall take office immediately upon their election. Each Officer shall hold office for one (1) year or until the Officer's successor is elected, qualified, and installed, except as otherwise provided in the By-Laws. In order to run for the Vice President/President-Elect position, a candidate must be a member of the Chapter before the election. Additionally, candidates for Vice President must have held a position on the board or as an officer for at least two years within 4 years prior to said election. The position may be duplicative, a non-voting position (Parliamentarian), or non-consecutive in years.

SECTION IX:
DUTIES OF THE EXECUTIVE OFFICERS

- A. President. The President shall be the chief executive officer of the Chapter. The President shall serve as Chair of the Board of Directors, appoint committee members, and preside over all meetings. The President shall cast a deciding vote in the event of a tie vote, but otherwise shall not vote at general body meetings. The President shall have the authority to appoint liaisons to the Memphis Bar Association, the Tennessee Bar Association, the Young Lawyers' Division (MBA), The Association for Women Attorneys, the NAACP, and any other organization or group for the purpose of advancing the interests of the Chapter or strengthening its ties to the greater community. The President shall be responsible for social media of the Chapter or shall appoint a person responsible, when unable to do so. Additionally, the President shall appoint a law student representative so that our Chapter is aware of and engaged with local law students. The President shall represent the Chapter to the Black Caucus or appoint a Board Member to represent the Chapter before the Black Caucus, annually. At the annual meeting of the members, the President shall report on all activities of the Chapter. The President shall have all duties and powers granted to him or her elsewhere in the By-Laws. Upon the expiration of his or her term as President, the President shall immediately and automatically assume the Office of Immediate Past President.
- B. Immediate Past President. The Immediate Past President shall serve as a general advisor to the Officers and Directors and shall perform such duties as the President or the Board of Directors may require.

- C. Vice President (President-Elect). The Vice President (President-Elect) shall serve as Chair of the Programming Committee and shall perform such other duties as the President or the Board of Directors may require. In President's absence, the Vice President shall discharge the duties of the President. Upon the expiration of the President's term, or upon the premature vacancy of the Office of President, the Vice President shall immediately and automatically assume the Office of President.
- D. Treasurer. The Treasurer shall manage, oversee, and balance the funds of the Chapter; collect and distribute money on behalf of the Chapter; give a true and accurate account of the Chapter's fiscal status upon request; and perform such other duties as the President or the Board of Directors may require. At each annual meeting, the Treasurer shall present a report on the financial condition of the Chapter. The Treasurer shall assist the Officers and/or the Board of Directors in the preparation of the Chapter's annual budget. The Treasurer shall maintain a current roster of the names and addresses of all members.
- E. Corresponding Secretary. The Corresponding Secretary shall ensure that all notices are duly given in accordance with the By-Laws or as required by law. The Corresponding Secretary shall maintain a current roster of the names and addresses of all members. The corresponding secretary shall be responsible for sending out the Chapter newsletter, regularly. The Corresponding Secretary shall serve as an ex-officio member of the Public Relations Committee, and perform such other duties as the President or the Board of Directors may require.
- F. Recording Secretary. The Recording Secretary shall serve as the Chapter's custodian of records, prepare the minutes of all meetings of the Board of Directors and the general body (or delegate said duty in the event of the Recording Secretary's absence), authenticate records of the Chapter, maintain a full and complete inventory of all property of the Chapter, assist the Corresponding Secretary as necessary, and perform such other duties as the President or Board of Directors may require. The Recording Secretary shall attend all General Body and Executive Board meetings.
- G. Parliamentarian. The Parliamentarian shall assist the presiding officer in preserving order and efficiency at all meetings and advise the presiding officer on matters of procedure in accordance with the By-Laws and Robert's Rules of Order. The Parliamentarian shall be fair and impartial as well as knowledgeable of parliamentary law.

SECTION X:

BOARD OF DIRECTORS

The Chapter shall maintain a Board of Directors consisting of the President, the Immediate Past President, the Vice-President (President-Elect), the Treasurer, the Recording Secretary, the Corresponding Secretary, and seven (7) additional at-large members. These seven (7) at-large Directors shall consist of at least one active member of the judiciary and at least one active "young lawyer" (defined as thirty-six (36) years of age or younger, or within the first three (3) years of practice). In addition, the Board of Directors may name one ex-officio member. The Parliamentarian shall not be a member of the Board of Directors, but shall attend board meetings to perform the duties of the office of Parliamentarian. Any member of the Board of Directors, Parliamentarian, Committee member, Committee chair, Chapter member, or guest shall have public comments, representing the Chapter, approved by the President prior to making said comments.

- A. Elections. The at-large members of the Board of Directors shall be elected at the annual meeting of the Chapter by a majority vote of the general body. If more than one person is nominated for the same office, the election shall proceed by secret ballot.
- B.
 1. The First Seven At-Large Directors. The at-large members of the very first Board of Directors shall be constituted as follows:
 - (a) Two (2) Directors elected to serve one-year terms;
 - (b) Two (2) Directors elected to serve two-year terms; and
 - (c) Three (3) Directors elected to serve three-year terms.
 2. All Following Elections. Upon the respective expirations of each of the original terms of office, at-large Directors shall thenceforth be elected to serve three-year terms. Thus, the terms shall ultimately be equal in length, but staggered such that only two or three of the seven total at-large seats shall be open to candidacy nominations at any given annual meeting.
- C. Term of Office. The term of each at-large member of the Board of Directors shall commence on January 1 immediately following the election of said at-large Director. At-large Directors hold office for three (3) years (except as distinguished above for the very first elected at-large Directors). For other Directors, duration of Board membership shall coincide with their terms as Executive Officers. In the rare event that the annual meeting is unavoidably delayed until after January 1, the Directors elected at said meeting shall take office immediately upon their election.

SECTION XI:
DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall confirm all Presidential appointments of Committee Chairs, counsel and advise the President and other Officers, approve the annual budget of the Chapter, establish policy to approve expenditures made by the Chapter, determine questions of policy consistent with the By-Laws, and provide such office accommodations for the Chapter as the Board may deem proper. Members of the Board of Directors are expected to reliably attend properly called Board meetings as well as regular and special meetings of the general body. The Board of Directors shall have all the powers and duties necessary or appropriate for the administration of the affairs of the Chapter and may undertake on the Chapter's behalf any and all endeavors available to the Chapter itself, including but not limited to borrowing money; acquiring grants or gifts; entering into contracts; and purchasing, selling, mortgaging, leasing, or otherwise acquiring or disposing of property. The Board of Directors may make motions electronically (via text or email) when necessary or if time is of the essence, where the board is given a reasonable deadline to respond and there is a clear reasonable deadline to respond to said motion or vote. All votes shall be tallied by the Recording Secretary and reported to the board.

SECTION XII:
REMOVAL, RESIGNATION, AND VACANCY

Any Officer or Director may be removed by a majority vote of the general body at a special meeting called for the purpose of removing the Officer or Director. The person subject to removal and all other members shall be given reasonable notice of the location, date, time, and purpose of any meeting where removal from office shall be put to a vote, and all members in attendance shall be given a reasonable opportunity to be heard. An Officer or Director may resign at any time by delivering written notice to the Board, to the President (unless it is the President who is resigning), or to the Chapter (if presented at a regular general body meeting). In the event that any seat is vacated by an Officer or Director prior to the normal term expiration, the vacant seat shall be filled by the President's appointee, subject to the approval of the Board of Directors.

SECTION XIII:
GENERAL BODY MEETINGS

Regular meetings of the general body shall be held at least every month as scheduled by the President, unless the President makes an exception due to extenuating circumstances. The term "meeting" within these by-laws includes virtual meetings which are acceptable in the place of in person meetings. Special meetings may be scheduled by the President or by a majority vote of the Board of Directors.

Where possible, the October general body meeting of each calendar year shall serve as the annual meeting, at which time election of Officers and Directors shall take place as set forth in these By-Laws. If the President or the Board of Directors fails to schedule an annual meeting, the general body may do so by a one third (1/3) vote of the membership. The entity scheduling any meeting shall designate the specific location, date, and time for such meeting. The annual meeting shall be held in the Memphis area.

SECTION XIV:
MEETINGS OF THE EXECUTIVE OFFICERS AND THE BOARD OF DIRECTORS

The Board of Directors and the Executive Committee shall convene together for board meetings outside of the general body meetings as necessary, but in no event any less than six (6) times per fiscal year. Board meetings may be scheduled either by the President or by a majority vote of the Board of Directors. All other provisions of these By-Laws notwithstanding, any three (3) consecutive absences from board meetings (including virtual meetings) by a member of the Executive Committee or the Board of Directors shall constitute automatic forfeiture of that member's office, unless the President authorizes exception to this rule due to extenuating circumstances.

SECTION XV:
NOTICE OF MEETINGS

The Corresponding Secretary shall notify all members of the date, time, and location of all meetings. For regular meetings, notice shall be given at least seven (7) days in advance. For special meetings, notice shall be given at least three (3) days in advance. Notice of a special meeting shall specify the nature of the business to be considered. At special meetings, no action shall be taken upon substantive matters other than those specified in the special meeting notice. Notice of the annual meeting shall be given at least thirty (30) days in advance.

SECTION XVI:
QUORUM

Fifteen (15) members in good standing of the Chapter shall constitute a quorum for general body meetings. Seven (7) voting members of the Board of Directors shall constitute a quorum for Board meetings. For general body meetings and board meetings, Quorum requirements may be temporarily suspended by the Parliamentarian where he or she determines that the Chapter's interests are better served thereby. Quorum requirements may not be suspended for special meetings or for annual meetings under any circumstances.

SECTION XVII:
VOTING ELIGIBILITY

Members in good standing of the Bar of any Court, whose current Chapter dues are paid, and whose membership is reflected on the official roster of the Chapter shall be eligible to vote. Each voting member shall be entitled to one (1) vote on each matter submitted to a vote of the members. Student members shall not be eligible to vote, but shall otherwise be entitled to participate in the discussions and activities of the Chapter.

SECTION XVIII:
VOTING PROCEDURE

On any matter subject to a vote, a majority of the votes properly cast thereon shall be necessary for the adoption of the matter, unless a greater proportion is required by law or mandated elsewhere in these By-Laws. Voting members must be present at the time of voting; no proxy votes shall be recognized. "Present" for purposes of these By-Laws includes being present virtually. All voting shall be conducted either verbally or by show of hands, unless otherwise dictated by the By-Laws or specially required by the presiding officer or the Parliamentarian.

SECTION XIX:
PARLIAMENTARY RULES

The procedure of all meetings shall be dictated by Robert's Rules of Order, to the extent Robert's Rules of Order do not conflict with these By-Laws, in which case the By-Laws shall govern. Rulings of the Parliamentarian and the presiding officer shall be final and binding, unless successfully challenged pursuant to Robert's Rules of Order. The formal procedural mandates of Robert's Rules of Order may be temporarily suspended with respect to a single issue by order of the Parliamentarian only where exigency, efficiency, or productivity are better served thereby. The By-Laws may not be suspended except with respect to quorum as provided in Section XV.

SECTION XX:
SECTIONS

Sections may be established for the purpose of stimulating discussion and alerting the members of the Chapter, the legal profession, and the community at large to issues of special concern to the Chapter. Sections may include a Young Lawyers' Division and Association for Women Attorneys. Sections shall be specific to subject matter or practice area and may be created or dissolved from time to time as the Board of Directors sees fit. Each Section Chair shall convene Section meetings as necessary and generally lead the activities of the Section. Each Section shall regularly report to the general body. Any specific findings or publications of a Section shall be presented as the views of that Section only,

unless considered and accepted by a majority vote of the general body at a regular Chapter meeting.

SECTION XXI:
FISCAL YEAR

The fiscal year of the Chapter shall begin on January 1 of each year and shall end on December 31 of each year.

SECTION XXII:
COMMITTEES

- A. Standing Committees. The Chapter shall continuously maintain the following Standing Committees:
1. The Executive Committee shall be responsible for leading or facilitating the day-to-day activities of the Chapter. The Committee shall consist of the President, Immediate Past President, Vice-President (President-Elect), Treasurer, Recording Secretary, and Corresponding Secretary.
 2. The CLE Committee shall be responsible for presenting, organizing, and seeking approval for Continuing Legal Education programs on behalf and for the benefit of the Chapter.
 3. Fundraising shall be responsible for organizing membership drives, events, initiatives, item bidding, to raise money for the Chapter and for the community.
 4. The Public Relations Committee shall be responsible for protecting, promoting, and maintaining a positive public image of the Chapter. The Public Relations Committee shall work closely with the Executive Director of the NBA to ensure the Chapter's continued productive affiliation and keep the NBA abreast of the Chapter's efforts toward advancing the greater goals of the NBA. The Committee shall also strive to establish lasting, productive partnerships with the Memphis Bar Association, the Tennessee Bar Association, and the American Bar Association, as well as other professional organizations and social service groups. The Committee shall be responsible for maintaining the Chapter's website and shall spearhead all letter-writing campaigns, sponsorship solicitations, grant-writing, advertising, publicity, and production of informative literature regarding the Chapter and its activities. The President and Corresponding Secretary shall be a part of this committee.
 5. The By-Laws Committee shall be responsible for reviewing the By-Laws of the Chapter at least once annually. Upon said review, the Committee shall propose amendments or corrections to the Board of Directors as necessary to ensure that the

By-Laws remain current, relevant, and practical. The Board may approve Committee recommendations by a majority vote, at which point the proposed amendment(s) shall be submitted via motion at a properly called general body meeting for approval or rejection by the membership. No proposed amendment(s) may be submitted to the Board of Directors except by the By-Laws Committee.

6. The Programming Committee shall be responsible for identifying, recommending, and implementing a diverse array of projects, programs, and activities that are consistent with the Chapter's Mission Statement. Such activities may include political and judicial endorsements; collective social activism; community education, awareness, and development programming; general community service or pro bono projects; social and professional networking events; participation in similar endeavors sponsored by other organizations; or any other programming that serves the Chapter's purposes.
 7. Legal Justice Task Force shall be responsible for identifying issues which affect the justice system, attorneys, judges, and our community and submit a proposal to the general body. An approved proposal shall be enacted by the committee. This task force shall communicate with the programming committee and community service committee and collaborate where appropriate. Courses of action, to follow through with the proposal, shall be approved by the Board of Directors. Amendments to the proposal shall be approved by the Board of Directors. Two co chairs shall head this committee. The President shall be a part of the committee. Where the President cannot be a part of this committee, the President shall be consulted with by chairpersons of this committee.
- B. Special Committees may be created by the President or the Board of Directors as needed. Members and chairpersons of all special committees shall be appointed by the President. Such Special Committees may include, but are not limited to: Human Resources Committee,

Resource Development Committee, Strategic Planning Committee, Finance/Audit Committee, Barristers Ball Committee, etc.

SECTION XXIII:
LIMITATIONS OF LIABILITY

- A. Liability Limitations for Officers and Directors. To the fullest extent permitted by law, no member of the Board of Directors and no Executive Officer shall be liable to the Chapter, or to any owner, Officer, Director, or member thereof, for monetary damages resulting from breach of his or her fiduciary duties as a Director or Officer. Should the future enactment, amendment, adoption, or repeal of any statute or regulation further protect entity directors and officers from personal liability after the effective date of these By-Laws, then the full extent of those protections shall be automatically imputed to the Chapter's Directors and Officers, without the necessity of further action. All rights and protections provided by this Section shall survive any future amendment or repeal of this Section with respect to all events preceding said amendment or repeal.
- B. Indemnification. To the fullest extent permitted by law, the Chapter shall have the power to indemnify any Director, Officer, employee, or other authorized agent of the Chapter for personal liabilities incurred (1) in the course and scope of said agency and (2) at no independent fault of the agent. The Board of Directors shall determine the propriety and extent of said indemnification on a case by case basis by majority vote. Any such indemnification may continue beyond the term of agency and may survive the agent's death and pass to the agent's heirs, assigns, beneficiaries, or estate.

SECTION XXIV:
DISSOLUTION

The Chapter shall be dissolved, and its affairs shall be wound up, upon the first to occur of the following: (i) the approval of dissolution by a majority of the Board of Directors, provided the approval includes a plan of dissolution directing the distribution of the Chapter's assets after all creditors have been paid; or (ii) the entry of a decree of judicial dissolution in accordance with the provisions of the Tennessee Nonprofit Corporation Act; or (iii) any event triggering dissolution of a nonprofit corporation under the provisions of the Tennessee Nonprofit Corporation Act.

- A. Winding Up. Upon the dissolution of the Chapter, the President or any other person selected by the Board of Directors shall, in the name of and on behalf of the Chapter, take all actions reasonable or necessary to wind up the affairs of the Chapter. These actions shall

include filing articles of dissolution with the Office of the Secretary of State of Tennessee within ninety (90) days after the event triggering dissolution. All members of the Board of Directors shall cooperate with and, to the extent reasonable, assist the President or other person overseeing the wind up process in winding up the affairs of the Chapter.

- B. Termination. Completion of the dissolution and the winding up of the affairs of the Chapter shall automatically constitute and effectuate the Chapter's official termination.

SECTION XXV:
AMENDMENTS TO THE BY-LAWS

These By-Laws may be altered, amended, or repealed and wholly replaced by a majority vote of the members present at a properly called meeting of the general body, provided that the substance of the proposed change is submitted to the membership with written notice at least thirty (30) days prior to the meeting at which the change is to be presented.

* * * *

We hereby affirm that these By-Laws are properly adopted by a majority vote of the membership, rescinding all previous versions of the By-Laws of this Chapter, effective immediately.

Shayla N. Purifoy

President
(Printed Name)

s/ Shayla N. Purifoy

President's Signature

Ashley Finch

Parliamentarian
(Printed Name)

s/ Ashley Finch

Parliamentarian's Signature

October 20, 2020

Date

October 20, 2020

Date