

MASSACHUSETTS JUDGES CONFERENCE

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BY-LAWS

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PREAMBLE: MISSION AND PURPOSES

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PREAMBLE: MISSION AND PURPOSES

THE MASSACHUSETTS JUDGES CONFERENCE

On December 20, 1982, the Massachusetts Judges Conference (**Judges Conference**) was created as a non-profit corporation in accordance with G.L. c. 180. These by-laws establish the rules under which the Massachusetts Judges Conference will be governed.

The Massachusetts Judges Conference (Judges Conference) is a private nonprofit professional association for Massachusetts judges. Membership in the conference is open to all active and retired judges in good standing.

The Judges Conference mission is:

- to provide an independent voice on behalf of Massachusetts judges
- to improve the administration of justice
- to advance the interests of judges in obtaining fair compensation and benefits
- to promote safe, clean and healthy work environments for judges, employees and the public
- to promote the professional development of judges through educational programs, professional conferences and gatherings, and judicial exchange programs with judges from other jurisdictions and countries
- to promote public confidence in the courts
- to preserve an independent judiciary, and
- to promote respect for the rule of law

The Judges Conference carries out this mission by expressing its views to the Governor, the Legislature, the leadership of the judicial branch, bar associations and other leaders in the public and private sectors. The Judges Conference actively supports efforts to educate the public about the role of the courts and the value of an independent judiciary.

The Judges Conference expresses its views on important matters of interest to its members through its Board of Directors which may designate officers, board members, members, or staff as spokespersons. The Judges Conference Board of Directors formulates policy positions in consultation with its members and hosts regional and full membership meetings each year.

The Judges Conference is committed to advancing the interests of the judiciary as a whole through frequent and constructive consultation with court leaders, the other branches of government, the organized bar, and the public.

ARTICLE I

NAME

The name of this organization shall be the Massachusetts Judges Conference (“Judges Conference”).

ARTICLE II

PLACE OF BUSINESS

The principal place of business of the Judges Conference shall be designated by the Board of Directors.

ARTICLE III

BOARD OF DIRECTORS

- A. Board of Directors (hereinafter referred to as the Board) shall supervise, control and direct the affairs of the Judges Conference, shall assure the policies and decisions approved by the membership are implemented, shall actively pursue the Judges Conference’s objectives, and shall have discretion to direct the Treasurer in the disbursement of funds in excess of the amounts set forth in Section (H) of Article IV, subject to Article III (I). The Board may adopt such rules for the conduct of its business as it shall deem advisable, and may, in the execution of the powers hereby granted, appoint subcommittees or agents to perform designated tasks. The Board shall convene at least twice a year. The Board shall meet on call of the President, or at the request of four (4) members of the Board. No action may be taken by the Board without a quorum of six (6) members present, unless the President declares an emergency where a meeting is not practicable, in which case the Board may act by written or electronic ballot, unless four (4) Board member object to the Board acting without a meeting. In-person meetings are preferable, but the President may direct that any meeting called, be conducted as a virtual meeting, i.e. by telephone/video/online or other electronic/technological means. The same rules/quorum requirements applicable to regular in-person meetings, shall also apply to virtual meetings.
- B. The membership of the Board shall consist of the Officers, and 12 other members, who shall be appointed by the President elect, subject to confirmation by the officers elect, (incoming executive committee). The immediate past President may serve as a voting member of the Board for two years following the end of their last term as President. In the event that the immediate past President shall elect not to serve, that seat shall remain unfilled until the next immediate past President decides to continue service on the Board. In addition, the Chairperson of the following Standing Committees, if not already members of the Board, shall be Ex Officio voting members of the Board: Legislative, Public Information, Education and Professional Development, Pension and Benefits, and Judicial Exchange. If co-chairs are named to any standing committee, or the retired judges section, the President shall designate only one to serve as the ex officio voting member of the Board.
- C. The president-elect shall appoint the members of the board within 60 days of each election, but prior to the first day of January following the elections. Confirmation of the President-elect Board appointments shall be by the officers just elected at the most recent election

(incoming Executive Committee) even though they have not yet begun their terms, and said confirmation “must take place within 30 days of the President-elect’s appointments, but prior to the seventh day of January following the elections, or prior to the first scheduled Board meeting whichever comes first.

- D. Within 30 days of any mid-term vacancies occurring on the Board, the President shall appoint a replacement board member to complete the term of the vacated Board member. Such replacement appointments shall not require confirmation by the Executive Committee.
- E. At least one of the twelve Board members shall be the chair of the Retired Judges Section. Not more than 3 of the 12 Board members shall be from the same court department, excluding members of the retired judges section and provided further that if possible the Board shall include representatives from different geographical regions of the Commonwealth and a representative from each Court Department.
- F. The Board is responsible for retaining individuals or organizations, as it deems necessary and proper to carry on the work of the Judges Conference. The duties of any individuals or organizations to be retained, contracted with, or employed as employees, consultants, independent contractors or utilized as volunteers, shall be set forth in a written employment or scope of services contract prepared by the President or his/her designee(s) which clearly defines the responsibilities of the employee or consultant, and the compensation, if any, to be paid by the Judges Conference. Such contracts or agreements may not be for more than a two (2) year period, but may be renewed. No such contract is valid unless there is certification by the Treasurer that sufficient funds exist to support the hire or consultant, and the contract has been approved by the President and a majority of the members of the Board. The Board shall conduct an annual review of the performance of all employees, consultants and volunteers as referenced in Article IV (D).
- G. Officers and Members of the Board shall take office on the first day of January following appointment, and shall serve for a term of two calendar years, except that, in the case of the Board, members shall take office no later than the 7th day of January in accordance with Article III (C). Said Board members are eligible reappointment but shall not serve for more than three (3) consecutive terms. Vacancies in Board membership, if filled, shall be filled for the balance of the term thereof by the President.

- H. Each year at the annual membership meeting, the board shall submit an agenda describing the issues the Board intends to address over the next year and a description of any proposed or pending legislation affecting the judicial system.
- I. The Board, before authorizing the expenditure of funds in excess of \$5,000.00 (five thousand dollars), not previously budgeted, shall, if possible, obtain prior approval from the membership at a duly called meeting of the general membership. If such prior approval is not practicable and the Board votes to take such a formal position or to expend such funds, then the general membership shall be notified by the Clerk in writing within ten (10) days of any action so taken. Upon petition signed by twenty (20) members of the Judges Conference, any such vote of the Board of Directors shall be subject to ratification, amendment, or rejection at the next meeting of the membership.
- J. The President shall designate the time, place and date of the regular meetings of the Board and shall preside over its meetings. The President shall prepare and distribute in advance of all meetings a written Agenda of Action or Discussion items unless circumstances make such notice impractical. Every effort should be made to complete the business meetings of the Board within two hours.
- K. Members are urged to bring to the attention of the President, at the earliest opportunity, any information about an illness in a member's family or an unmet personal or professional need of a conference member that may be appropriate for the Judges conference to address, and to enable the President to take appropriate action or referral to assist the conference member.

ARTICLE IV OFFICERS AND EXECUTIVE COMMITTEE

- A. Officers of the Judges Conference:** The Officers of the Judges Conference, who shall also be known as the Executive Committee, shall be the President, four (4) Vice Presidents, no more than two of who shall be from the same Department or Court and one of who shall be designated by the President as the First Vice President, the Clerk, and the Treasurer.
- B. Term of Office.** The Officers shall take office on the first day of the January following their election and shall serve for a term of two calendar years. Said Officers are eligible for reelection but, other than the Clerk and the Treasurer, shall not serve for more than two consecutive terms. Vacancies in any office may be filled for the balance of the term thereof by the Board of Directors.
- C. President.** The President shall be the chief executive officer of the Judges Conference, shall preside over membership and Board of Director's meetings, and shall perform such other duties as are necessarily incident to the office. The President shall be a member ex-officio of all committees. The President in consultation with the Executive Committee and the Board of Directors shall, as needed, appoint committees, composed of members of the Judges Conference, and the chairpersons of such committees. All such members and chairs shall serve conterminous with the President. The President shall address the Judges Conference concerning matters which further its objectives.

- D.** The President, in consultation with the Board of Directors, shall prepare a biannual Staffing Model consisting of the personnel (whether employees, consultants or volunteers) necessary to achieve the goals and objectives of the Judges Conference. The President, in consultation with the Board of Directors, shall develop a plan for meeting the requirements of the Staffing Model. The President or his/her designee shall prepare employment or all scope of services contracts, subject to approval by the Board of Directors, all in accordance with Article III (F). The President, in consultation with the Board of Directors shall develop a written plan for monitoring and evaluating the performance of all employees, consultants or volunteers that includes an annual review by the Board of Directors.
- E. First Vice President.** The First Vice President shall, in the absence of the President, perform all duties of the President and shall be a member ex officio of all committees.
- F. Other Vice Presidents.** The other Vice Presidents shall perform those duties assigned to them by the President.
- G. Treasurer.** The Treasurer shall collect dues and any other monies due, shall pay any bills incurred and shall be responsible for maintaining the financial records of the Judges Conference. Any member of the Judges Conference shall be entitled to inspect such records upon request. The Treasurer shall be the custodian of all funds made payable to the Massachusetts Judges Conference from whatever source, including all payments, gifts, grants, or reimbursements from private or governmental sources. The Treasurer shall keep a written account of all monies received and expended by the Judges Conference. All sums received by the Treasurer shall be deposited in a bank or banks approved by the Board of Directors.
- H.** The Treasurer shall distribute to the membership a written report at the annual meeting, or when called upon by the President, including at least the following information:
1. The amount of income received during the preceding year;
 2. The source of said income
 3. The amount expended including an itemization as to each payee and the purpose of each payment; and
 4. A statement as to the current assets and liabilities of the Judges Conference.
 5. This annual written report requirement shall not be waived.
- I.** Funds of the Judges Conference shall only be used for the purposes specified in the Preamble to these By-Laws. Funds may be drawn only on the signature of the Treasurer. The Treasurer shall make no expenditure in excess of \$5,000.00 for a membership dinner meeting and no other expenditure in excess of \$1,500.00 without obtaining the prior approval of the majority of the Board of Directors or a majority of the membership present at a duly called meeting of the Judges Conference.
- J.** The duties of the Treasurer may, with the approval of the Board of Directors, be delegated to an Assistant Treasurer. At the expiration of the Treasurer's term of office, said Treasurer shall deliver to the successor Treasurer all books, records, money, and other property of the Judges Conference.

K. Clerk. The Clerk shall maintain all the records of the Judges Conference except for the financial records maintained by the Treasurer. The Clerk shall be responsible for taking minutes of the general membership and Board of Directors meetings. Copies of the minutes of a membership meeting shall be mailed to all members of the Judges Conference at least ten days before the next general membership meeting and shall be read and offered for approval at said subsequent membership meeting. The minutes of a Board of Directors meeting shall be read and offered for approval at the next Board of Directors meeting and shall be distributed at the next general membership meeting following said reading and approval. The Clerk shall have such other duties as assigned by the President. The duties of the Clerk may be delegated to an Assistant Clerk with the approval of the Board of Directors.

ARTICLE V MEMBERSHIP

- A.** All judges of the Trial and Appellate Courts of the Commonwealth, whether active or retired, are eligible for membership in the Judges Conference and are entitled to an equal voice in its affairs.
- B.** All members of the Judges Conference shall be obligated to pay dues each calendar year with said payments due not later than April 1 of each year. Membership dues shall, as a condition of membership, be deducted automatically from the payroll checks of all active judicial members in accordance with the applicable regulations established by the Treasurer and Comptroller of the Commonwealth. The Board of Directors shall be responsible for setting the amount of the dues.
- C.** Any member who becomes delinquent in dues for a period exceeding 60 days shall be notified in writing by the Treasurer that his or her membership shall be cancelled unless the dues are paid within 30 days. In the event any such membership is cancelled for failure to pay dues, the membership may be reinstated by payment of the dues required for the year in which reinstatement is sought.
- D.** The Board of Directors shall be empowered to suspend or expel any member for good cause. In the event the Board of Directors believes there is reason to suspend or expel any member, said member shall be given written and dated notice of the proposal to suspend or expel the member and said notice shall state, with particularity, the reasons for said proposed suspension or expulsion. The member shall be entitled to a hearing before the Board of Directors prior to any action by the Board of Directors, provided a written request for said hearing is submitted to the chairperson of the Board of Directors within 21 days of the date of receipt of the written notice to the member advising the member of the action which the Board of Directors proposes to take. A proposal to suspend or expel a member shall not be adopted unless the proposal obtains the affirmative vote of two-thirds of the membership of the Board of Directors in attendance at a duly called Board of Directors meeting.

**ARTICLE VI
STANDING COMMITTEES**

A. LEGISLATIVE COMMITTEE

The Legislative Committee shall, among others things, be responsible for informing the Board of Directors and the membership concerning any legislative proposals affecting the administration of justice in the Commonwealth of Massachusetts, and, based on instructions from the Board of Directors, be responsible for communicating the views of the Judges Conference to members of the Legislature, the governor and/or the leadership of the Judiciary.

B. EDUCATION AND PROFESSIONAL DEVELOPMENT COMMITTEE

The Education Committee shall promote the education and professionalism of the members of the Judges Conference, and shall assist members of the Judges Conference in developing and implementing plans for sabbatical leaves and other types of extended educational leaves.

C. MEMBERSHIP COMMITTEE

1. The Membership Committee shall make efforts to enroll all judges of the Trial Court, Appeals Court, and Supreme Judicial Court as members of the Judges Conference.
2. The chairperson of the Membership Committee shall be responsible for encouraging judges of the Commonwealth of Massachusetts to join the Judges Conference. Within 30 days of a judge's taking of the oath of office as a judge of the Massachusetts Trial Court, the Massachusetts Appeals Court, or the Massachusetts Supreme Judicial Court, the chairperson of the Membership Committee shall contact said judge to explain the objectives of the Judges Conference and to urge her or him to become a member.

D. PUBLIC INFORMATION COMMITTEE

1. The Public Information Committee shall be responsible for implementing a multifaceted media strategy on behalf of the Judges Conference. The strategies should include but not be limited to:
 - a. Affirmatively working with the media to insure fair and accurate media coverage of the judiciary and judicial decisions, and to generate positive news stories, profiles, editorials, op-ed pieces, public service announcements and feature stories; and
 - b. Assisting judges and courts in responding promptly to unfair and/or negative media stories; and
 - c. Fostering better relations between the media and the judges through education meetings with editorial boards, reporters/columnists, and bench media committees; and
 - d. Implementing community outreach programs through a speaker's bureau, school programs, jury communications, and other forums designed to create a better awareness and understanding of the role of courts and judges.

E. PENSION AND BENEFITS COMMITTEE

The Pension and Benefits Committee shall be responsible for educating the membership concerning pension rights and other benefits due the judiciary under Massachusetts and Federal law and for making recommendations to the membership concerning any needed improvements concerning said rights and benefits.

F. NOMINATING COMMITTEE

On or before June 30th of each evenly numbered year, the President shall appoint a Nominating Committee composed of nine (9) members, one (1) from each Department of the Trial Court, one (1) from an Appellate Court and one (1) from the Retiree Group, who are not at that time Officers of the Judges Conference. The President shall appoint one of the said nine (9) as chair. Any notices required in this article shall be sent as provided in Article XII - NOTICES of these by-laws.

G. JUDICIAL EXCHANGE COMMITTEE

The Judicial Exchange Committee shall, as authorized by the Board of Directors, be responsible for the development, implementation, and evaluation of the Judges Conference's domestic and international judicial exchange programs, including programs known as "Rule of Law" programs. The Chair/Co-Chairs and members of this committee shall be appointed by the President in the same manner as the chairs and members of other committees as set forth in these By-Laws, but for this committee, the Chair should be selected from among judges who have experience with, and knowledge of judicial exchange programs, resources and issues, or comparable experience.

The Chair shall periodically submit to the Board written reports concerning the status of program/grant applications/budgets, judicial involvement or future plans, which reports shall be made available to members of the Judges Conference. Applications/decisions to participate in grants/programs shall be approved, when practicable and in advance by the Board, or in the event that application deadlines may be compromised, an application may be approved by the President and Treasurer in consultation with the Executive Committee.

No funds raised from Judges Conference dues shall be used to support judicial exchange programs. The accounting of funds used to support judicial exchange programs shall be segregated from regular Judges Conference operating accounts, except that, when permitted by grant/program guidelines, the Judges Conference may receive a portion of grants/programs funds to cover management, oversight, accounting and administrative support provided by the Judges Conference.

ARTICLE VII RETIRED JUDGES SECTION

The Retired Judges Section shall foster communication among, and support for retired judges. Retired judges who are members of the Judges Conference shall be members of this section. The chair of this section shall be appointed by the President in the same manner as the chairs of standing committees of the Judges Conference and shall serve as a member of the Board. The

President may appoint a section steering committee to assist in meeting in the goals of the section, or the President may delegate said authority to appoint a steering committee to the Chair. The Chair, and/or the steering committee, as authorized by the Board, may plan meetings and activities to further the purposes of the section.

ARTICLE VIII ELECTIONS

Effective in 2014, and even years thereafter, elections of officers shall take place in the following manner:

Any notices required in this article, including but not limited to actual voting, shall be sent as provided in ARTICLE XII - NOTICES of these By-Laws.

On or before June 1st, the President shall appoint the Nominating Committee, and the general membership shall be notified of (1) the Chair and members of the Nominating Committee; (2) the method by which any member may submit his or her name or the name of any other member to the Nominating Committee for its consideration, including that any such nominations shall be made by June 30th; and (3) the below timetable. and a copy of Article VIII - ELECTIONS.

On or before September 15th, the Chair of the Nominating Committee shall file with the Executive Director the Report of the Nominating Committee containing one (1) or more nominations for President, four (4) or more nominations for Vice Presidents, one (1) or more nominations for Treasurer, and one (1) or more nominations for Clerk. The Executive Director shall, within five (5) business days, transmit the Nominating Committee Report to the general membership, and shall include in that notice a copy of Article VIII Elections of these By-Laws.

No later than seven (7) calendar days after the nominations are sent to the general membership, any member who has not been nominated and wishes to be considered for a particular position shall file a written statement by e-mail, first class mail and/or fax to the Executive Director stating which position that member wishes to seek. If a member wishes to nominate another member, the member shall so nominate by filing a written statement by email, first class mail and/or fax to the Executive Director within said seven (7) calendar day time period stating the name of the nominated member, the position sought and that the nominated member has agreed to stand for election.

No later than ten (10) calendar days after the due date for submitting contested nominations, any person so nominated, and any candidate nominated by the Nominating Committee for the now contested office, shall file with the Executive Director a one page candidate statement which shall be included with the ballots sent to the general membership. If such nominee does not file a candidate's statement, the name of that nominee shall not appear on the ballot.

No later than seven (7) calendar days after the due date for candidate statements, the President shall appoint a committee of three tellers, who are not Officers, members of the Board of Directors, or candidates to conduct the election. The tellers will appoint one of their members as Head Teller.

Seven (7) calendar days after the due date for candidate statements, the Executive Director shall send ballots and candidate statements, if any, to members in good standing as of that date. The ballot shall indicate the names of candidates nominated by the Nominating Committee and the challenging candidate(s), if any. Ballots sent to members shall include notice of the requirement that ballots be postmarked to or electronically received by the Executive Director no later than seven (7) calendar days thereafter.

The election for President, Clerk and Treasurer shall be by vote of the majority (more than 50%) of members voting as further provided below; and for Vice Presidents by the four highest votes. A run-off election shall take place in the event of a tie vote or (except in the election of vice presidents) if no candidate receives more than 50% of the votes cast. If no candidate receives more than 50% of votes cast, the run-off election shall be between the two candidates receiving the most votes. If no candidate has received more than 50% of votes cast and there is a tie between candidates who received the second most votes cast, the ballot shall include the names of candidates with the same number of votes. Voting in a run-off election shall take place as set forth above.

The Committee of Tellers and the Executive Director shall tally the ballots and notify the general membership of the election results within three (3) business days of the date returned ballots are due. Election results will be announced at the Annual Meeting if completed in advance thereof.

ARTICLE IX MEETINGS

A. The President shall convene a regular membership meeting every year in the fall, which shall be the annual membership meeting and may convene a second meeting in the Spring of the following year with the consent of the Board of Directors and Treasurer. A special membership meeting may be called at any time by the President, by the Board of Directors, or at the written request of twenty (20) members. Forty (40) members present at a membership meeting shall constitute a quorum.

B. The Clerk shall send out notices of each membership meeting at least fourteen (14) days prior to the date of the meeting and the notice shall include an agenda of the business to be taken up at the meeting. Any member shall be entitled to have an item of business placed on the agenda by submitting a written request therefore to the Clerk, provided that the Clerk may refuse a request if it is not received by the Clerk at least 30 days prior to the membership meeting.

C. The conduct of the membership meetings and the committee meetings shall be governed by Roberts Rules of Order.

ARTICLE X AMENDMENTS

These By-Laws may be amended by a majority of the members voting at a regular membership meeting of the Judges Conference provided that copies of the proposed amendments are mailed to all members no later than fourteen (14) days before the said meeting.

**ARTICLE XI
DISSOLUTION**

The Judges Conference may be dissolved by a vote of two-thirds of the members present at a regular meeting of the Judges Conference. In the event of dissolution, the property of the Judges Conference shall be distributed to a non-profit organization whose purpose is consistent with the objectives set forth in the Preamble to these By-Laws.

**ARTICLE XII
NOTICES**

All notices to the general membership called for in these By-Laws, including but not limited to use of words such as “notice,” “copies,” or “mailed” or any forms thereof may be done electronically; but if there is not an e-mail address for a member, such notice shall be sent by regular mail and shall include a request for an e-mail address. All members shall be requested to provide a personal e-mail address.