District of Columbia Bar
Board of Governors Meeting
February 10, 2020

Call to Order
(Agenda Item 1)

President Susan M. Hoffman called the meeting to order and welcomed everyone.

Other members of the Board of Governors who attended the meeting were President-Elect Geoffrey M. Klineberg, Treasurer Richard V. Rodriguez, Secretary Courtney L. Weiner (phone), Jessica E. Adler, Catherine D. Bertram, A.J. S. Dhaliwal, Elizabeth "Sally" Gere, Theodore A. Howard, Su Sie Ju, June B. Kress (phone), Megan Lacchini, Paul S. Lee, Amy E. Nelson, Peggy Lansbach O'More (phone), Bridget Rowan, Saleema Snow, and Keiko K. Takagi.

Board members David W. Arrojo, Elizabeth (Lisa) R. Dewey, Janene D. Jackson, Esther H. Lim, and Lisa A. Lipsky did not attend the meeting.

D.C. Bar General Counsel Marlon Q. Paz (phone) and Rules of Professional Conduct Review Committee Chair Thomas B. Mason and Vice Chair Stacy M. Ludwig also attended the meeting.

D.C. Bar staff who attended the meeting were Chief Executive Officer Robert J. Spagnoletti, D.C. Bar Pro Bono Center Executive Director Rebecca K. Troth, Matthew S. Butler, David Chu, Dennis Cuevas, Sabrina Fletcher, Carla J. Freudenberg, Margarita Lorenzetti, Caterina Luppi, Lisa Martin-Morina, Maurice Morrow, Karen Savransky (phone), Candace Smith-Tucker, Darrin P. Sobin, Hope C. Todd, Crystal White, and Adriana Zick.

President's Report
(Agenda Item 2)

President Hoffman invited Pro Bono Center Executive Director Rebecca Troth to describe the Advice & Referral Clinic that will take place in March. Ms. Troth invited the Board to participate in the clinic.

Consent Agenda
(Agenda Item 3)

President Hoffman presented the Consent Agenda to the Board, which approved the minutes of the January 14, 2020, meeting. She also noted that, pursuant to Article V, Section 7 of the D.C. Bar By-laws, the Board approved the appointment of the Committee on Nominations as of February 4, 2020, by written email consent in lieu of a meeting, as follows:

Chair: John R. Jacob
Brian K. Flowers
Ayesha N. Khan
Laurie S. Kohn
Gregory G. Marshall
Christina G. Sarchio
Juan M. Sempertegui

See Tab 3.

Treasurer's Report
(Agenda Item 4)

Treasurer Rodriguez presented his report.

See Tab 4.

CEO's Report
(Agenda Item 5)

CEO Spagnoletti gave updates on the 2020 Bar Conference and the status of the Leadership Academy applications. He also informed the Board of President Hoffman's upcoming award from the National Conference of Bar Presidents.

See Tab 5.

Report of the Rules of Professional Conduct Review Committee
(Agenda Item 6)

Committee Chair Thomas B. Mason and Vice Chair Stacy M. Ludwig presented proposed changes to the Rules of Professional Conduct and fielded questions from the Board.

See Tab 6.

Proposal for Presumptive On-Line License Fee Renewal
(Agenda Item 7)

Membership Manager Sabrina Fletcher provided a summary of the current license renewal process and outlined the proposed process to eliminate mailed invoices. She and CEO Spagnoletti fielded questions from the Board.

See Tab 7.

Report of the Pension Committee
(Agenda Item 8)

Director of Finance Margarita Lorenzetti provided the report. The committee discussed the advisability of delegating administration of the D.C. Bar and D.C. Bar Pro Center staff retirement plans to a Staff Retirement Committee. The following motion was seconded and approved by the Board:

> **RESOLVED,** that the D.C. Bar Pension Committee recommends to the D.C. Bar Board of Governors that the Board delegate administration of the following D.C. Bar and D.C. Bar Pro Bono Center staff retirement plans to a Staff Retirement Committee:
>
> 1. the D.C. Bar Deferred Compensation Plan;
> 2. the D.C. Bar Money Purchase Pension Plan; and
> 3. the D.C. Bar Pro Bono Center 403(b) Plan.
>
> The Staff Retirement Committee shall consist of the Chief Executive Officer, the Chief Operating Officer, the Director of Finance, the Director of Human Resources, the Executive Director of the D.C. Bar Pro Bono Center, and select employees of the D.C. Bar or D.C. Bar Pro Bono Center.
>
> This Staff Retirement Committee shall administer the plans for the exclusive benefit of the participants and their beneficiaries, exercise prudence in all respects while executing fiduciary responsibilities, diversify available investment options, and ensure conformity

of the plans' operations to the plan documents and applicable law. The Staff Retirement Committee shall meet on a regular basis with the plans' investment advisor(s) to discuss and review plan operations, and act upon recommendations by the advisor(s) as appropriate.

On a semi-annual basis, the Staff Retirement Committee shall report to the D.C. Bar Pension Committee on the status of the plan(s), and shall recommend to the D.C. Bar Pension Committee any changes to the plan(s) that would require approval by the Board of Governors or that would materially impact the budget of the D.C. Bar or D.C. Bar Pro Bono Center.

See Tab 8.

Proposal to Dissolve the Election Board
(Agenda Item 9)

President Hoffman noted the clarifying revisions suggested by the Board at the January 14, 2020, Board meeting to the proposal to dissolve the Election Board that first was introduced at that meeting. With two-thirds of the voting members of the Board in attendance, the proposal to dissolve the Election Board was approved by a majority of the voting members of the Board, which, in turn, approved the amendments to Article II of the By-laws as follows:

Article II. Nominations and Elections

Section 5. Voting
Voting shall be by secret ballot. The Secretary shall prepare a formal ballot containing the names of all nominees, listed in an order to be determined by lot, for the respective positions and indicating the number to be voted for. ~~The Board of Governors shall fix a time for the Election Board to review the votes, which time shall not be later than ten (10) days prior to the day of the annual meeting.~~ At least twenty-five (25) days before the time set for ~~reviewing~~ tabulating the votes, the Secretary shall distribute to each active member in good standing a ballot, and voting instructions. ~~and notification of the time set for reviewing the votes.~~ The Secretary shall comply with such other rules as the Board of Governors may have adopted, including provisions to insure secrecy of the votes and to prevent use of the ballots by persons ineligible to vote. For votes to be valid, they must be received within the time set by the Board of Governors for reviewing ~~the votes~~the voting results and must comply with the procedures set forth in the written instructions.

~~Section 6. Election Board~~ *[Note: The deletion of Section 6 resulted in the renumbering of Sections 7 through 11.]*

~~Not later than ninety (90) days prior to the annual meeting, the President, with the approval of the Board of Governors, shall appoint seven active members of the Bar who are not officers or members of the Board of Governors, or candidates for any position, to serve as the Election Board, and shall name one of the said seven to act as Chairperson thereof. No person shall be eligible to serve on the Election Board for more than three consecutive years. The Election Board shall have charge of reviewing and counting the votes. All questions regarding the voting and the validity of the votes shall be decided by the Election Board, subject to a written appeal to the Board of Governors, whose decision shall be final. There shall be a meeting of the Board of Governors on or before the day of the annual meeting after the counting of the votes to consider appeals, if any, from decisions of the Election Board. The reviewing and counting the votes shall take place as the Board of Governors may authorize or direct.~~

Section ~~7~~6. Counting Votes

The votes shall be reviewed at the time fixed by the Board of Governors. Prior thereto, at the direction of the Secretary, the Chief Executive Officer or his or her designee ~~shall furnish to the Election Board~~ shall prepare a list names of active members of the Bar in good standing as of April 15 of the election year. Only the votes of those active members in good standing as of the close of business April 15 shall be counted. If April 15 falls on a weekend or holiday for the Bar offices, the list of eligible voters shall include all active members in good standing as of the close of business on the Bar's first business day following April 15. The Secretary ~~and at At least five members of the Election Board and one member of the Board of Governors designated by the President~~ shall be present when the ~~votes are reviewed~~voting results are received.~~.~~ The results of the voting shall be formally announced by the ~~Chairperson of the Election Board~~ Secretary to the Bar at its annual meeting and the candidates receiving the highest number of votes for their respective offices shall be declared duly elected. If the office of Secretary is vacant, or if the Secretary is unable to fulfill his or her duties, the President shall assume the duties of the Secretary as described in this Section. The President shall preside over challenges made to the elections process and may exercise the discretion to elevate the issue to the Board whose decision shall be final.

Section ~~8~~7. Failure of an Elected Candidate to Assume the Office of President or President-Elect *[text omitted]*

Section ~~9~~8. Special Elections *[text omitted]*

Section ~~10~~9. Vacancies Arising in the Board of Governors or in the Office of Secretary or Treasurer *[text omitted]*

Section ~~11~~10. Counting of Votes in a Bar Referendum

> In any referendum conducted pursuant to Rule VII of the Rules of the District of Columbia Court of Appeals, the ~~Election Board~~ Secretary shall be responsible for the counting of ballots, unless the Board of Governors, by a majority vote, otherwise directs. If the office of Secretary is vacant, or if the Secretary is unable to fulfill his or her duties, the President shall assume the duties of the Secretary as described in this Section. The President shall preside over challenges made to the referendum process and may exercise the discretion to elevate the issue to the Board whose decision shall be final. ~~Policy guidelines with respect to the voting and with respect to determining the validity or interpretation of ballots may be provided to the Election Board by the Board of Governors; in the absence of such policy guidance, or on matters not covered by such guidance, questions regarding the voting and the validity of the votes, shall be decided by the Election Board, subject to a written appeal to the Board of Governors, whose decision shall be final.~~

See Tab 9.

Approval of Amendments to Article III, Section 1 of the D.C. Bar By-laws
(Agenda Item 10)

Executive Director Troth explained that after consultation with outside counsel, the proposed amendment to Article III of the By-laws had been redrafted. With two-thirds of the voting members of the Board in attendance, the amendment was approved by a majority of the voting members of the Board. Article III, Section 1 of the By-laws was amended as follows:

Article III—Dues and Registration: Suspension and Reinstatement

Section 1. Annual Dues

(a)

1. Membership dues for the fiscal year from July 1 to June 30 of each year shall be due and payable to the Treasurer on July 1 of each year. Such dues shall be $317.00 for active members, $194.00 for inactive, and $150.00 for judicial members effective July 1, 2018. *[Amended April 10, 2018]*

~~1. Dues for active members who, during any fiscal year, engage only on a voluntary or uncompensated basis, in pro bono practice through or under the auspices of one or more legal service programs recognized for such purpose by the Board of Governors or its designate, and who have filed a statement, pursuant to 28 U.S.C. Sec. 1746, of their undertaking to engage only in such practice and their assignment of any attorney's fees recovered to the legal services program involved, shall be the same as dues for inactive members.~~

2~~3~~. A member may become an inactive retired member on a non-dues paying basis by certifying (a) that he/she (i) has been an active member of the Bar of the District of Columbia for five years (two years of any combination of inactive or judicial membership may be substituted for one year of active membership to satisfy this requirement); (ii) has been engaged in the practice of law in the District of Columbia or elsewhere for a total of twenty-five (25) years; and (iii) has retired from the practice of law (except, as provided in D.C. App. R. 49, on a pro bono basis), or (b) that he/she is totally disabled and is thus unable to practice law. *[Amended February 10, 2020]*

See Tab 10.

Executive Session
(Agenda Item 11)

The Board met in Executive Session.

Adjournment
(Agenda Item 12)

There being no further business, President Hoffman adjourned the meeting.

Respectfully Submitted,

Courtney L. Weiner
Secretary