

## FBA Bylaws

### 1. National Headquarters and Staff

A. *National Headquarters.* The Federal Bar Association shall maintain a National Headquarters at a location to be selected by the Board of Directors. The National Headquarters shall be ~~responsible for keeping the repository for the~~ books, records, and reports of the Association and its ~~officers~~Officers, Board of Directors, National Council, Divisions, Standing Committees, Sections, and Chapters. Such papers shall be open to inspection by any member upon reasonable application to the Association. Additionally, ~~the National Headquarters shall keep~~ a roster of the members and associates in good standing, together with listings of the membership of the Divisions, Standing Committees, Sections, and Chapters of the Association shall be maintained at the National Headquarters. All communications with the Association shall be addressed to the Federal Bar Association at its National Headquarters.

B. ~~Staff.~~

~~(1) Executive Director.~~

The Board of Directors shall employ an ~~executive director~~Executive Director whose title, terms, and conditions of employment shall be specified by the Board of Directors.

~~(2) Authority and Responsibility.~~ The ~~executive director~~Executive Director shall manage and direct all staff activities of the Association as prescribed by the Board of Directors ~~and the National Council~~. The ~~executive director~~Executive Director shall employ and may terminate the employment of members of the necessary support staff and may fix such employees' compensation within the approved budget and guidelines set by the Board of Directors. The ~~executive director~~Executive Director shall define the duties of the staff, establish their titles, and supervise their performance, and delegate responsibilities of management as appropriate. The Executive Director shall be responsible for maintaining the books, records, reports and roster of the Association, as noted in Bylaw 1.A.

### 2. Membership

A. *Applications.* Application to become a member or an associate of the Association shall be ~~on by~~ a form approved by the Membership ~~and Admissions~~ Committee and shall be accompanied by one year's dues.

B. *Approval.* The Association's Executive Director shall process applications at the Association's ~~headquarters~~National Headquarters for review and approval. The Executive Director may refer any application for review and approval to the Membership ~~and Admissions~~ Committee. ~~If a member of the Membership & Admissions Committee recommends that an application not be approved, the Committee shall consider the application, and approval shall be determined by a majority vote. If the Committee does not approve an application, the Association shall so notify the applicant and remit the proffered dues. An applicant who is denied admission may request review by the Board of Directors, whose decision on any such matter shall be final.~~

*C. Honorary Membership.*

~~(1) Federal Judges. Whenever a Chapter elects a Any judge to honorary membership under Article IV, Section 2.c., of the Constitution, the Chapter immediately shall notify the Association at the National Headquarters of such election. Similarly, the Chapter shall notify the Association if such an honorary member ends service as a judge in active, senior, or retired status.~~

~~(1) Federal Judges. A chapter may elect to honorary membership a judge who is eligible for honorary membership under Article IV, Section 2.c., of the Constitution. The Chapter shall notify the Association at the National Headquarters prior to such election. Similarly, the Chapter shall notify the Association if such an honorary member ends service as a judge in active, senior, or retired status.~~

~~(2) Members of Congress. Before electing a Member of Congress to Other. A chapter may propose any other person for receipt of an honorary membership in accordance with Article IV, Section 2b of the Constitution under Article IV, Section 2.d., of the Constitution, a Chapter shall give 30 days<sup>2</sup>, which proposal shall be submitted in advance notice of such intention to the Association at the National Headquarters. Similarly, the Chapter shall notify the Association when such an honorary member's tenure as a Member of Congress ends. for approval. by either the Executive Director or the National President. Upon approval, the chapter may extend honorary membership to the person(s) so approved.~~

~~D. Secondary Chapter Association. Although each member is assigned to one primary chapter based upon geographic location or request, such assignment does not preclude participation association, attendance or inclusion in the events or activities of any other chapter (subject to any applicable dues, fees, or other prerequisites imposed by such other chapter(s)).~~

### **3. Expulsion from Membership**

A. *Cause.* As provided in Article IV, Section 4, of the Constitution ~~of the Association~~, the Board of Directors may expel any member of the Association for good cause. "Good cause" includes, but is not limited to, knowingly engaging in conduct designed to overthrow the constitutional form of government in the United States by force or violence, or knowingly assisting another in such conduct; disbarment by (or resignation with disciplinary proceedings pending before) any State ~~or~~ Federal court; or tribal court of record or knowingly engaging in conduct that is in violation of the Constitution of the Association or these Bylaws.

B. *Charge and Response.* A charge for expulsion may be brought by any active member of the Association. The charge shall be in writing and signed by the charging party, and shall describe in detail the act or acts in question and why such act or acts justify

expulsion. The charge shall be filed with the Association and shall be referred immediately to the Board of Directors. ~~If the Board of Directors concludes reasonable grounds exist for expulsion, the~~The Association shall give actual notice to the respondent of the charge and of the right to respond to the charge in writing and in person before the Board of Directors. If a member of the Board of Directors brought the charge against the respondent or is the respondent, that person shall not participate in the Board of ~~Director~~<sup>2</sup>Directors' consideration or in its vote.

C. Board of Directors Action. At the next ~~regular~~ meeting of the Board of Directors that allows at least ten days notice to the respondent, the Board shall consider the charge for expulsion. ~~If the~~The Board ~~reaches the conclusion initially shall consider whether the charge sets forth factual assertions that there are nowould constitute~~ reasonable grounds ~~exist~~ for expulsion, ~~the Board of Directors and~~ shall determine by a majority vote whether to dismiss the charge or to pursue the charge ~~by notice to the respondent~~ as provided in this Bylaw. If the Board of Directors pursues the charge ~~or if the Board under this Bylaw has given notice to the respondent, the Board of Directors, it~~ shall consider the respondent's written response, if any. If the respondent has ~~demanded~~requested an appearance before the Board, the Board shall grant the respondent a reasonable opportunity to be heard. After fully considering the charge and any response, the Board shall determine by a majority vote whether to expel the respondent or to dismiss the charge. The Association immediately shall notify the respondent of the Board's action and of the respondent's right to appeal any decision to expel.

D. *Appeal*. If the Board of Directors expels the respondent from the Association, the respondent may appeal that decision to the Association within 60 days from notice thereof by the Association. To appeal, the respondent shall send the Association at the National Headquarters a letter so indicating and may send a written statement for consideration by the Association and a notice of intent to appear before the Association. The appeal will be considered by the ~~Association~~National Council at the next ~~annual~~regular meeting or at a special meeting called for that purpose. The Association shall give actual notice to the respondent of the time and place of that meeting. The decision of the Board of Directors shall be affirmed unless overruled by a majority of those members of the National Council present and eligible to vote.

#### 4. Dues

A. *Amount of Dues*. Except honorary members, each member and associate of the Association shall pay annual dues to the Association. Twenty percent (20%) of each regular (i.e., not associate) annual member's dues (not including sustaining dues), rounded upward to the next one-half dollar, shall be rebated to the Chapter that serves the location of the member's mailing address, provided: If, as of the date of adoption of this Bylaw, a different Chapter is receiving a rebate of a member's dues or if a member designates a different Chapter as the member's primary Chapter, such different Chapter shall receive such rebate. Provided further, if a member opts to affiliate with no Chapter, no rebate shall be paid to any Chapter. Annual dues for members and associates of the

Association shall be established by the Board of Directors and National Council. The National Council shall consider the dues recommendations of the Board of Directors upon notification as prescribed in Article VII of the Constitution provided that no proposed change in the amount of annual dues shall be considered unless the members of the National Council shall have received at least thirty (30) days advance notice of such proposed change (including amount(s) thereof).

*B. Dues Adjustments and Payment.* Beginning October 1, 1990, dues for each category of membership, as well as for associates, shall be adjusted by the change in the Consumer Price Index over the previous three years as of the prior January 31st, rounded upward to the next dollar, and will be adjusted similarly every three years thereafter. Beginning October 1, 1996, the Board of Directors may further adjust the amount of such annual dues upward or downward to the nearest whole dollar figure ending in a 0 or a 5, which further adjustment shall not affect the calculation of future adjustments to reflect a change in the Consumer Price Index, as set forth in the first sentence of this Bylaw 4B. In turn, the portion of such dues to be rebated to Chapters shall be adjusted similarly to maintain the percentage level indicated in this Bylaw. Dues payments shall be collected and recorded by the Association at the National Headquarters; Chapter rebates portion of dues will be transmitted ~~by the Headquarters~~ to the respective Chapters.

*C. Dues Anniversary.* Members and associates shall pay a full year's dues upon admission and shall be billed annually thereafter within a month of the anniversary month of admission, with the exception that those who were members prior to September 30, 1975, shall be billed at the beginning of each fiscal year.

*D. Waiver of Dues.* ~~Effective October 1, 1995, the Association, upon approval by the President-elect of a written request from a~~ member or associate ~~for may request, by a written request to the National Headquarters~~ a waiver of dues for compassionate or exceptional ~~hardship~~ reasons, ~~may excuse that member or associate from the payment of dues~~ for a period not to exceed one year. The National Headquarters will forward the request to the President-elect for decisions. If the President-elect approves the request, the President-elect will notify the Executive Director, who will notify the Treasurer, the requesting member or associate, and that member's or associate's Chapter President of this decision. The member's or associate's Chapter will receive no rebate for those under a dues waiver with respect to dues that have been waived.

*E. Chapter, Division, and Section Dues.* Each Chapter may collect additional Chapter dues in its discretion, and the Chapter does not need to account for such dues to the National Headquarters. On request of any Chapter, approved by the Executive Director, the Association at the National Headquarters shall collect a Chapter's dues and remit same to the Chapter. Each Division and Section may charge additional Division or Section dues in its discretion; all Division and Section dues shall be collected by the Association at the National Headquarters.

*F. Sustaining Dues.* Members ~~and associates~~ of the Association may distinguish themselves by ~~adding the sum of \$60 or more to their current annual dues~~ becoming

Sustaining Members. Rebates for Sustaining Members are only paid on the amount equal to active dues. The sustaining portion of the sustaining dues is not eligible for a rebate. Sustaining Membership dues shall be set as established by this Bylaw.

G. *Purpose of Dues.* Annual dues shall be used to pay the general expenses of the Association. All additional dues collected ~~under the~~through Sustaining Dues ~~program~~memberships shall be used ~~only~~primarily to support publications and educational programs of the Association.

H. *Membership Development and Dues Adjustments.* Effective October 1, 1995, should a Chapter determine that, as a membership development tool, the waiver or reduction of national dues chargeable within its Chapter for a specific category-(ies) of members is justified, that Chapter must submit its proposal to the Board of Directors for approval, for that Chapter only, in writing at least sixty (60) days in advance of the next regularly scheduled ~~National Council~~Board of Directors meeting. Each proposal must include justification and provide for the Chapter to maintain appropriate membership statistics. The Budget Committee shall analyze each such proposal and present its analysis and conclusions at least thirty (30) days prior to the next scheduled Board of Directors' meeting. The prior approval of the Board of Directors must be obtained before the experiment is implemented as a program. Each Chapter which shall obtain approval of such a program shall reimburse the Association for any additional administrative cost related to implementing the program. Each dues experiment program will be limited in duration to no more than three (3) years. Each Chapter with an approved program will submit a written progress report to the Board of Directors annually, so long as the program remains in effect.

## **5. Non-Payment of Dues**

A. *Delinquent Member.* If annual dues of a member or an associate have not been received by the National Headquarters within 60 days after dues have expired for the prior year, the Association shall notify the member or associate that the dues are in arrears and that the member or associate will be suspended from the Association unless the dues are received within 30 days. The Association also shall notify each Chapter with which the member or associate is affiliated and the Vice President for the Circuit in which such member or associate is located of the delinquency.

B. *Persons Not in Good Standing.* A person whose annual dues have not been received at the National Headquarters within 90 days after dues have expired for the prior year shall be regarded as not in good standing and shall be suspended from the Association. A person who has been suspended from membership for nonpayment of annual dues may be reinstated at any time by payment of the current annual dues.

C. *Members of the Armed Forces During Time of War.* Notwithstanding the foregoing, all Association members on active duty in the armed forces of the United States during a war, who do not request to the contrary, shall be exempt from the payment of dues while so serving.

## 6. Election Schedule, Procedure, and Requirements

A. *Nominations by Nominations and Elections Committee and Notice of Election.* By February 15 of each year, any member who desires to be considered by the Nominations and Elections Committee for any elective office shall submit a completed application form (inclusive of a photograph of the applicant and resume) to the Nominations and Elections Committee. The Committee may also seek out or consider other qualified members of the Association for possible nomination. By February 28 of each year, the Nominations and Elections Committee shall nominate one or more eligible members in good standing for each of the elective offices becoming vacant for the coming term. By April 1, the Nominations and Elections Committee shall cause to be mailed or electronically sent to each member in good standing—either in The Federal Lawyer or otherwise—notice of the upcoming annual election and of the offices to be filled therein; of the Committee’s nominations for those offices; and the manner and time by which nominations of candidates may be made by petition as provided in Article V, Section 3.b., of the Constitution and this Bylaw.

### B. *Qualifications and Elections of Officers and Directors*

1. *Qualifications of Officers.* To be eligible for election as a National Officer, a person must be a member of the Association in good standing and have served as a voting member of the Association’s Board of Directors for at least three (3) ~~minimum of one three-year~~ ~~eleyears.~~ ~~eted term.~~

2. *Qualifications and Election of Directors.* Twelve members of the Board of Directors shall be elected by members of the Association as follows:

1. Three (3) Board positions shall be filled by current or former Circuit Vice Presidents, elected for staggered three-year terms.
2. Three (3) Board positions shall be filled by current or former Chairs of Sections or Divisions, elected for staggered three-year terms.
3. Three (3) Board positions shall be filled by current or former Chapter Presidents, elected for staggered three-year terms.
4. Three (3) Board positions shall be filled by members who, at the time of election, are age 36 or younger and have served as a chapter officer, a national YLD officer or Board member, or as a chapter leader with YLD responsibilities.

A member appointed to serve the remaining period of a term to which another person was elected, at the conclusion of that partial term, may stand for election for a full three-year term. No director shall serve more than two elected three-year terms (which terms must be non-consecutive) on the Board exclusive of any term based upon service as a National Officer.

3. Qualifications of Vice-Presidents of the Circuits. To be eligible for election as a Circuit Vice President, a person must have been a member of the FBA in good standing for a minimum of five (5) years and have served or be currently serving as a Chapter President or a Chapter Officer.

C. Nominations Close. Nominating petitions shall be delivered to the Nominations and Elections Committee at National Headquarters by 5:00 p.m. on April 25. Any petitions received thereafter shall be returned to the would-be candidate, indicating that the petition was tardy and the date it was delivered to the Committee. In the event that April 25 falls on a Saturday, Sunday, or legal holiday, petitions shall be delivered by 5:00 p.m. on the next regular business day.

~~C.D.~~ Ballots Mailed or Transmitted Electronically. By June 15, the Nominations and Elections Committee shall cause a ballot to be mailed or transmitted electronically to each member of the Association in good standing. The ballot shall list the names of all eligible nominees, in an order drawn by lot, under the respective office for which each has been nominated, with a space provided for writing in the name of a candidate for each office; the ballot also shall contain such instructions for its use as the Committee shall prescribe. A suspended member who is restored to good standing after the mailing of the ballots and who, prior to 5:00 p.m. on July 5, delivers to the Nominations and Elections Committee evidence of good standing, shall thereupon be entitled to a ballot.

~~D.E.~~ Ballots Returned. All ballots to be counted shall be delivered to the Nominations and Elections Committee at National Headquarters by 5:00 p.m. on August 1. In the event that August 1 falls on a Saturday, Sunday, or legal holiday, ballots shall be delivered by 5:00 p.m. on the next regular business day. The Committee, with such assistance as the Board of Directors may direct, shall canvas the vote and promptly report as elected the candidate for each office who has received a plurality of the votes cast for that office. If no candidate for a national office receives a plurality of the votes counted; (a) in the case of a tie between two (2) candidates, the election shall be resolved by a coin flip in the presence of the tied candidates or their designees by the National President or the President's designee, which shall resolve the tie. The tosser of the coin shall be designated by the President. The candidate whose last name occurs last alphabetically shall call the coin toss; (b) in the case of a tie among more than two candidates; the election shall be resolved by drawing straws by the tied candidates or their designees from the hand of the National President or the President's designee. The National President or the President's designee shall prepare the straws and the candidate or designee drawing the longest straw shall win the election.

~~E.F.~~ Form of Ballots and Enclosures. Procedures shall be adopted by the Board of Directors to regulate the handling of ballots and to prevent abuses of the voting privilege, but returned ballots shall not be required to be signed or otherwise identified by the method of voting. Ballots shall be accompanied by a concise biographical sketch of each candidate, in a form to be prescribed by the Nominations and Elections Committee. Additionally, ballots may be accompanied, in the discretion of each candidate, by a single

standard sheet of paper from each candidate containing information that the candidate believes the voters should know prior to casting their votes; the content, form, and technical specifications of such a sheet of paper shall meet standards prescribed by the Nominations and Elections Committee.

~~F.G. Authority of Nominations and Elections Committee.~~ The Nominations and Elections Committee is responsible for monitoring the overall conduct of the annual election and for ensuring compliance with this Bylaw.

## 7. Meetings

~~A. Time of Meetings of the Board of Directors and Procedures. Meetings of the Board of Directors and~~ the National Council required by Article VI, Section 34.a. and Article VII, Section 2.a., of the Constitution shall be held at such time and place as the Board of Directors may direct. No proxies may be voted at meetings of the Board of Directors ~~and~~ National Council, or other meetings of the Association. Meetings of the Board of Directors ~~and~~ National Council, and of the Association shall be governed by the Constitution of the Association, these Bylaws and such rules as the Board of Directors and National Council may prescribe. When not inconsistent with such rules, the latest edition of Robert's Rules of Order shall apply. The President shall appoint a parliamentarian for each meeting.

## 8. Standing Committees

~~A. Establishment. Under Article VI, Section 4, of the Constitution, the following Standing Committees and Boards of the National Council are established:~~

~~(1) Operational Committees:~~

~~(a) Audit and Finance. The Audit and Finance Committee is responsible for overseeing the accounting of funds of the Association, including funds originated from investments, and for securing any independent audit required by law. The President elect and the Treasurer shall be members of the Committee in addition to two members of the Board of Directors and three members of the Association appointed by the President, who will serve for a term of one year.~~

~~(b) Budget.~~

~~B. Notice of Meetings and Agenda. Notice of meetings shall comply with the requirements of the Constitution. An agenda for meetings of the National Council and the Board of Directors shall be included with any notice. Additional agenda items for a meeting of the National Council (except as provided in Bylaw 4A or with respect to amendments to the Constitution or Bylaws, which must be addressed only by satisfying the full notice requirements established by the Constitution) may be added by the President or Board of Directors if supplemental notice is provided by mail or electronic transmission no later than ten (10) days before a properly noticed meeting. Upon motion to suspend the notice requirement to address additional business, a two-thirds majority of those present and voting may raise additional issues at a National Council meeting.~~



except that no motion to suspend the notice requirement shall be entertained with respect to amendments to the Constitution or Bylaws.

C. Telephonic Meetings. Upon the decision of the President and appropriate notice, the Board of Directors may convene via telephone, video-conference or other electronic means.

D. Challenge to Board Action. Any motion to alter, amend, or reverse a decision of the Board of Directors pursuant to Article VI Section 3.C.(2) of the Constitution shall be presented at least forty-five (45) days prior to the National Council meeting.

## **8. Standing Committees**

A. Establishment. Under Article VI, Section 5, of the Constitution, the following Standing Committees, Council, and Boards are established:

### (1) Operational Committees and Council.

(a) Audit Committee. The Audit Committee is responsible for securing and reviewing an independent audit. The President shall appoint four (4) Board members and three (3) association members, who will serve for a term of one year. The Board appointees shall not include the President-elect or Treasurer.

(b) Budget and Finance Committee. The Budget and Finance Committee is responsible for developing and monitoring the implementation of the budget of the Association. The President ~~elect, and the Treasurer shall be members of the Committee in addition to~~ two appoint the President-elect, Treasurer, and three (3) additional members of the Board of Directors and three members of the Association appointed by the President who will serve a term of one year. The President shall appoint the President-elect as chair.

(c) Constitution, Bylaws ~~and~~, Rules, and Resolutions Committee. The Constitution, Bylaws ~~and~~, Rules, and Resolutions Committee is responsible for considering and reporting on proposed changes in the Constitution and the Bylaws of the Association prior to presenting such proposals to the Board of Directors and/or the National Council. The Committee is responsible for considering and reporting to the Board of Directors on all resolutions prior to presenting such resolutions to the National Council. It is also responsible for studying and considering, on a continuing basis, means of improving the operations and the rules of the Board of Directors and the National Council prescribed pursuant to Bylaw 7.

(d) Government Relations Committee. The Government Relations Committee is responsible for coordinating and advancing the Association's issues agenda in implementation of policies adopted by the Board of Directors ~~and the National Council.~~ The Committee shall have at least nine members and the President will appoint a member as chair. The President ~~Elect-elect, and the Section Coordinator~~ Chair of the Sections and Divisions Council, and the Chair of the Circuit Vice Presidents shall be members.

~~(e) *Membership and Admissions Committee.* The Membership and Admissions Committee is responsible for developing and implementing the Association's annual membership recruitment and retention programs and for the review and approval of applications for membership that may be submitted to them under procedures prescribed in Bylaw 2B.~~

(f) *Nominations and Elections Committee.* The Nominations and Elections Committee is responsible for administering the procedures applicable to nomination and election of national officers of the Association during the annual election as prescribed in Article V, Section 3, of the Constitution and Bylaw 6. The Committee shall be composed of the President, who shall chair the Committee; President-elect; immediate past-President; two Vice Presidents for the Circuit designated by the President; a Division chairperson designated by the President-elect; a Section Chairperson designated by the President, and two Chapter representatives designated by the President-elect.

~~(g) *Operations Review.* The Operations Review Committee is responsible for overseeing the administrative operations of the National Headquarters. The President-elect and the Treasurer shall be members of the Committee in addition to two members of the Board of Directors and three members of the Association appointed by the President who will serve a term of one year. The President shall appoint a Board member as chair.~~

~~(h) *Public Relations.* The Public Relations Committee is responsible for developing~~If a member of the Nominations and Elections Committee becomes a candidate for an elective office, the person shall be deemed to have resigned from the Committee *instantly* and a substitute member shall be promptly appointed by the person who originally appointed the resigning member. The substitute member shall complete the original term of the resigning member.

~~(g) *Sections and* implementing a public relations program for the Association and for coordinating and disseminating to the press and public information concerning the Association and its activities.~~

~~(i) *Resolutions.* The Resolutions Committee is responsible for considering and reporting to the Board of Directors on all resolutions prior to presenting such resolutions to the National *Divisions Council.* The President-elect shall be a member of the Committee.~~

~~(j) *Strategic Planning.* The Strategic Planning Committee shall consider the future growth, direction and operations of the Association and shall develop plans for improving the long-range structure and development of the Association. The President, the President-elect and the Treasurer shall compose the Committee unless otherwise decided by the Board of Directors.~~

The Sections and Divisions Council as established by the Board of Directors is responsible to coordinate, assist, and supervise the efforts of Sections and Divisions of the Association. The President shall nominate and, with the approval of the Board of Directors, appoint a Chair of the Sections and Divisions Council, and such Deputy Chairs and members as the President may deem appropriate.

(2) Programmatic Committees and Boards.

(a) Annual Meeting. The Annual Meeting Committee is responsible for planning and administering the annual meetings of the Association and for recommending to the Board of Directors sites and dates for future annual meetings. The Committee shall be composed of the President, President-elect, the Treasurer, and two members of the Board of Directors and chaired by the President-elect unless the President-elect determines a different composition.

(b) Bench/Bar Relations. The Bench/Bar Relations Committee is responsible for facilitating and acting as the liaison between the federal judiciary and the members of the Federal Bar Association and for keeping the President and Board of Directors advised as to issues affecting the ~~federal judiciary. Any United States District Court Chief Judge, and one Clerk of the Court of the federal judicial branch who is a member in good standing of the Federal Bar Association, may be appointed as a member. The Committee shall have at least nine members and the President shall appoint a member as chair.~~

~~(e) Continuing Legal Education Board. The Continuing Legal Education Board is responsible for administering the Association's continuing legal education program under procedures and within parameters that may be prescribed by the Board of Directors.~~

~~(d) bench/bar. The committee shall be composed of six (6) members of the Federal bench and six (6) members of the Association and the Clerk of the Supreme Court. The members are appointed to the committee by the President and shall represent as many different Circuits as possible. The President-Elect shall appoint from the committee members the Deputy Chair, who shall become the Chair the following year.~~

(c) Editorial Board. The Editorial Board is responsible for developing and publishing *The Federal Lawyer*. The Committee shall have at least nine members and the President shall appoint a member as chair.

~~(e) General Counsels. The General Counsels Committee shall be composed of the general counsels of offices, boards, agencies, commissions, and departments of the Federal government and shall be responsible for considering matters relating to functions of a General Counsel. The President will appoint the chair and may appoint any general counsel who is a member in good standing of the Federal Bar Association as a member of the Committee.~~

~~(f) Judicial Selection. The Judicial Selection Committee is responsible for evaluating professional qualifications of potential nominees to the Federal judiciary when such evaluation is requested by the President of the United States or by the Chair of the United States Senate Judiciary Committee under procedures that shall be prescribed by the National Council.~~

~~(g)~~

~~(d) Professional Ethics. The Professional Ethics Committee is responsible for formulating and recommending standards of ethics and conduct for the Federal legal profession. The Professional Ethics Committee is to encourage professional and ethical practice in the Federal bar and to serve as a resource for events and CLE activities of the chapters, sections, divisions, and the national organization regarding professional ethics.~~

B. *Committee Composition and Terms of Office.* The composition of the following Standing Committees: (1) Constitution, Bylaws ~~and~~ Rules; ~~(2) Membership~~, and ~~Admissions~~; ~~(3) Public Relations~~; (4) Resolutions; ~~(5) Continuing Legal Education Board~~; ~~(6) Judicial Selection~~; and ~~(7) Membership~~; and (3) Professional Ethics, shall consist of no more than nine members, at least six of whom are from different Circuits. The President shall appoint a member as chairperson. Any vacancy shall be filled by appointment by the President for the time remaining in the vacated term. The terms shall be on a three (3) year staggered basis.

## 9. Special Committees

Any Special Committee or Task Force established by the Board of Directors shall go out of existence one year from the date it is established unless prior thereto the Board of Directors shall extend its existence for another year. The President shall appoint the members and shall appoint the chairperson.

## 10. Divisions

There shall exist the following Divisions, each of which shall enact bylaws, subject to the approval of the Board of Directors, which will provide for the Division's general objectives, organization—including a chairperson and other internal leadership progression—and operation.

A. *Federal Career Service Division.* There shall be a Federal Career Service Division of the Association. All members of the Association who are or have been officers or employees of the United States or of the District of Columbia are eligible to be members.

B. *Judiciary Division.* There shall be a Judiciary Division of the Association. All past and present members of the Federal, Administrative, Military, State, and tribal judiciaries and their legal staffs are eligible to be members.

C. *Senior Lawyers Division.* There shall be a Senior Lawyers Division of the Association. All active members of the Association who are age 55 years or older on the date on which each such member's dues is payable are eligible to be members.

D. *Younger Lawyers Division.* There shall be a Younger Lawyers Division of the Association, comprised of all active members of the Association who are age 36 years or younger on the first day of the fiscal year of the Association or who have engaged in the practice of law for fewer than three years as of the first day of the fiscal year of the Association. In the event that the Immediate Past Chairperson, who serves as an officer of the Division the year following his or her term as Chairperson, is older than 36 years as of the first day of the fiscal year of the Association in the year he/she is to serve as Immediate Past Chairperson, or in the event he/she has been engaged in the practice of law for more than three years as of the first day of the fiscal year of the Association, he/she shall still be an eligible member of the Division for the year he/she is fulfilling

his/her term as Immediate Past Chairperson. In the event the Division membership of any Division officer would otherwise cease in accordance with the foregoing, that officer shall remain a member of the Division and in office until the succeeding officers have commenced their terms.

E. *Corporate and Association Counsel Division.* There shall be a Corporate and Association Counsel~~s~~ Division of the Association. All past or present members of corporate or association counsel's staffs are eligible to be members.

#### **~~10~~11. Public Positions by Association Entities**

A Division, Section or Chapter may not issue a public report or take a public position on an issue unless it ~~generally reflects the views of its members~~ adheres to the process set forth in the Constitution. A Standing or Special Committee may not take a public position or issue a public report; however, it may make recommendations or submit positions for consideration to the Board of Directors. No report or position may be inconsistent with any existing position of the Association. The Association shall keep a record of every report or position reported to the Board of Directors.

#### **~~11~~12. Assets of Inactive Chapters**

Upon determination by the Board of Directors that a Chapter has failed to maintain an active membership of at least ten members for a period of one year, that it has withdrawn itself from the Association, or that it has had its charter revoked, the President shall direct the Treasurer to take charge of all assets and property of the Chapter and to hold them in trust for one year for the benefit of any Chapter that may organize or reorganize in that geographic area. If, at the end of one year, the Chapter is not reactivated and no new Chapter is organized, title to all such assets of the Chapter shall vest in the Association.

#### **~~12. Bond for Treasurer~~**

~~The Treasurer, upon taking office, shall post a bond in an amount and with such sureties required by the Board of Directors to assure the faithful performance of the Treasurer's duties. The premium shall be paid by the Association.~~

#### **13. Fiscal Year**

The fiscal year of the Association shall run from October 1 through September 30 of the following year.

#### **14. Amendments to the Constitution and the Bylaws**

A. *Proposal and Study of Amendments.* All proposals or petitions to amend (including repeal) provisions of the Constitution; under Article XIX thereof, or these Bylaws; under Bylaw 14C., except for annual dues changes proposed by the Board of Directors, shall be directed or referred to the Constitution, Bylaws, ~~and~~ Rules, and Resolutions Committee

for its recommendations. All such proposals or petitions shall reach the Committee at least ninety (90) days before the proposed amendments are to be considered for adoption at a National Council meeting or an annual meeting of the membership, as appropriate. The Constitution, Bylaws, ~~and Rules~~, and Resolutions Committee shall consider all such proposed amendments and shall report on them to the members of the Board of Directors sufficiently in advance of the meeting of the National Council at which any proposed change is to be considered to allow the Board of Directors to consider and express its approval or disapproval of the proposed change; and to the National Council or membership, as appropriate, on or before the dates on which notice must be provided of the next meeting of the National Council or annual meeting of the membership at which such proposed amendments may be acted upon. The Committee shall include in its report the recommendation of the Board of Directors and its recommendations as to whether the proposed amendment conflicts with provisions of the Constitution and other Bylaws, and if so, in what form or with what related changes to the Constitution or these Bylaws as may be necessary and appropriate. The provisions of this Bylaw shall not be suspended.

#### B. *Constitution.*

(1) Report of Constitution, Bylaws, ~~and Rules~~, and Resolutions Committee. The Constitution, Bylaws, ~~and Rules~~, and Resolutions Committee shall prepare a report on the proposal. The report shall include the text of the proposal, the text of any part to be repealed or amended, and a summary of the arguments for and against adoption of the proposal. A copy of this report shall be mailed or transmitted electronically ~~sent~~ with the ballot to each member of the Association in good standing.

(2) Ballots. Returned ballots may not be required to be signed or otherwise identified by the members voting. The envelopes in which the ballots are returned shall be identified to enable the Association to identify them as ballots ~~and to deliver them unopened to the Constitution, Bylaws, and Rules, and Resolutions Committee at 5:00 p.m. on the date of the closing of balloting.~~ The Constitution, Bylaws, ~~and Rules~~, and Resolutions Committee shall be responsible for overseeing the opening and counting the ballots and for reporting the vote.

C. *Bylaws.* ~~The~~ Subject to satisfying the notice and quorum requirements of the Constitution and these Bylaws, the National Council may adopt, amend, or repeal any Bylaw at a regular or special meeting of the National Council upon two-thirds vote of those present and voting.

### **15. Robert's Rules of Order**

Wherever the Constitution of the Association or these Bylaws omit or fail to address any substantive or procedural matter that is addressed in the most current version of Robert's Rules of Order, the most current version of Robert's Rules of Order shall govern as to that matter.

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