

BYLAWS OF THE EASTERN DISTRICT OF MICHIGAN CHAPTER OF THE FEDERAL BAR ASSOCIATION

Preamble. This organization shall be known as the Eastern District of Michigan Chapter of the Federal Bar Association and shall be referred to throughout these Bylaws as the EDMFBA. The Constitution of the Federal Bar Association (“Constitution”) as it may be amended, from time to time, is hereby adopted and incorporated herein by reference insofar as it may be applicable to the business of the EDMFBA. However, in the event of conflict, these Bylaws shall prevail over the Constitution of the Federal Bar Association.

The objects of the EDMFBA shall be to further the objects of the Federal Bar Association as set forth in Article III of the Constitution: (a) to serve as the representative of the federal legal profession in the Eastern District of Michigan; (b) to promote the sound administration of justice; (c) to enhance the professional growth and development of members of the federal legal profession; (d) to promote high standards of professional competence and ethical conduct in the federal legal profession; (e) to provide meaningful services for the members of the Association; (f) to provide quality education programs to the federal legal profession and the public; and (g) to promote professional and social interaction among members of the EDMFBA.

1. Headquarters and Staff

A. *Headquarters.* The EDMFBA shall maintain a Headquarters at a location to be selected by the Executive Board. The Headquarters shall be the repository for the books, records, and reports of the EDMFBA and its Officers, Executive Board, and Committees. Such papers shall be open to inspection by any member upon reasonable application to the EDMFBA. Additionally, a roster of the members and associates in good standing shall be maintained at the Headquarters. All communications with the EDMFBA shall be addressed to the EDMFBA at its Headquarters.

B. Executive Director.

The Executive Board shall employ an Executive Director whose title, terms, and conditions of employment shall be specified by the Executive Board. Under the direction the Officers, the Executive Director shall manage and direct the activities of the EDMFBA as prescribed by the Executive Board. The Executive Director shall be responsible for maintaining the books, records, reports and roster of the EDMFBA, as noted in Bylaw 1.A. The Executive Director shall also serve as a signatory and responsible person for each EDMFBA bank account.

2. Membership

A. *Applications.* Application for membership in this Chapter shall be made on a form approved by the Chapter. Each application must be accompanied by the dues for the first (pro-rated) year or term, together with any admission fees required by the Constitution and Bylaws of the Association and the By-Laws of the Chapter.

B. *Approval.* The EDMF-FBA's Executive Director shall process applications at the EDMF-FBA's Headquarters for review and approval. The Executive Director may refer any application for review and approval to the Membership Committee.

C. *Active Membership.* Any person who possesses the qualifications for active membership in the Federal Bar Association as provided for in Section 1, Article IV of the Constitution and who resides, is employed, has an office or practices in the State of Michigan, shall be eligible for active membership in the Chapter.

D. *Honorary Membership.*

Honorary members of the EDMF-FBA, as hereinafter provided, shall be exempt from payment of admission fees and annual Chapter dues, as well as national dues, but shall have full rights and privileges of membership in the EDMF-FBA.

1. *Federal Judges.* The Judges, Magistrate Judges, Bankruptcy Judges, the Clerk of Court of the Eastern District of Michigan and the Clerk of Court of the Bankruptcy Court of the Eastern District of Michigan shall be offered honorary membership in the Chapter; and

2. *Advisory Board Members.* The members of the Advisory Board established under these Bylaws; and

3. *Other.* Any other person eligible for honorary membership as provided for in Section 2 of Article IV of the Constitution may be elected to honorary membership in the Chapter by two-thirds vote of the Chapter members present at any regularly called meeting.

3. Expulsion from Membership. As provided in Article IV, Section 4, of the Constitution, the Executive Board may expel any member of the EDMF-FBA 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, Federal court or tribal court of record or knowingly engaging in conduct that is in violation of the Constitution of the EDMF-FBA or these Bylaws. The process for bringing and hearing a charge seeking expulsion shall be one that is analogous to the process set forth in the National Bylaws, as applied to the local EDMF-FBA Chapter .

4. Dues

A. *Amount of Dues.* Except honorary members, each member and associate of the EDMF-FBA shall pay annual dues to the EDMF-FBA. The Treasurer shall collect annual dues in an amount set by the Officers with the advice and consent of a majority of the Executive Board.

B. *Dues Deadline.* Members and associates shall pay annual dues on June 1. When a person becomes a member or associate, they shall pay upon admission a pro rated amount for their first year's dues covering the time from the date of their admission to the following May 31.

C. *Waiver of Dues.* A member or associate may request, by a written request to the Headquarters a waiver of dues for compassionate or exceptional reasons for a period not to exceed one year. The Headquarters will forward the request to the President-elect for decisions.

D. *Sustaining Dues.* Members of the EDMI-FBA may distinguish themselves by becoming Sustaining Members. The Treasurer shall collect Sustaining Dues in an amount set by the Officers with the advice and consent of a majority of the Executive Board.

5. Non-Payment of Dues

A. *Delinquent Member.* If annual dues of a member or an associate have not been received by the Headquarters within 90 days after dues have expired for the prior year, the EDMI-FBA shall notify the member or associate that the dues are in arrears and that the member or associate will be suspended from the EDMI-FBA unless the dues are received within 30 days.

B. *Members of the Armed Forces During Time of War.* Notwithstanding the foregoing, all EDMI-FBA 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. Officers and Directors

A. *Election of Officers.* The Nominating Committee consisting of the President, President-Elect and past Presidents of the Chapter and such other members as designated by the President Elect, shall nominate at least one candidate for each upcoming vacant office and present such slate of candidates in writing to the general membership at the annual meeting. In addition to those nominations proposed by the nominating committee, any member may nominate candidates for the elected offices of the Chapter at the annual meeting. During the Past Presidents' Luncheon, the President shall propose a slate of officers to be recommended to the Membership. By a majority vote of the Past Presidents present at the Luncheon, the Past Presidents shall designate the officers they recommend to the Membership. At the annual meeting, the Membership shall elect by majority vote (either secret ballot or voice vote) the elected officers for the next fiscal year.

B. *Officers.* The officers shall be elected from the membership of the EDMI-FBA and shall be as follows and in the order named:

1. *President.* The President shall be the chief executive officer of the chapter, performing such duties as may be required by the Constitution and shall appoint such standing or special committees as necessary and appropriate to the EDMI-FBA's business. Among the President's other duties, each month the President shall review the EDMI-FBA's bank statements to oversee financial regularity and compliance. The President shall also appoint a delegate to the National Council of the Federal Bar Association.

2. *President-Elect.* The President-Elect shall perform the duties of the President in the event the absence or inability of the President to discharge the duties of that office, shall perform such duties as may be required by the President, the Constitution and the Bylaws of the Chapter. The President-Elect and Vice President shall respectively meet and confer with the Chairs of half of the Committees to facilitate and oversee effective Committee programming and business.

3. *Vice President.* The Vice President shall perform the duties of the President-Elect in the event the absence or inability of the President-Elect to discharge the duties of that office, shall perform such duties as may be required by the President, the Constitution and the Bylaws of the

Chapter. The President-Elect and Vice President shall respectively meet and confer with the Chairs of half of the Committees to facilitate and oversee effective Committee programming and business.

4. Secretary/Treasurer. The Secretary/Treasurer. The Secretary shall keep a record of the proceedings of the meetings of the Officers and the Executive Board; supervise the receipt and deposits of EDMI-FBA monies; serve as a signatory and responsible person for each EDMI-FBA bank account; submit written reports to the Officers and Executive Board of the EDMI-FBA's financial affairs; and general supervise the financial affairs and health of the EDMI-FBA. Among the Secretary/Treasurer's other duties, each month the Secretary/Treasurer shall review the EDMI-FBA's bank statements to oversee financial regularity and compliance.

5. Program Chair. The Program Chair shall be responsible for soliciting sponsorships for the Luncheon Speaker Series, and for executing all duties related to holding the Luncheon Speaker Series.

6. Immediate Past President. The Immediate Past President shall coordinate with the President to perform such continuing duties as best promote the good and welfare of the EDMI-FBA.

C. Officers' Term of Office. Each officer elected shall assume the duties of his/her office on July 1, shall hold office for one year ending June 30 and shall perform such duties as designated by the Executive Board. No member serving in the capacity of President or Vice President shall be eligible to succeed himself or herself in the respective office. The outgoing President shall remain a member of the Executive Board for a period of one year following the expiration of his or her term of office as President.

D. Bank Signatories. For each EDMI-FBA bank account, there shall be at least one other Officer in addition to the Executive Director and the Treasurer who shall serve as a signatory and responsible person.

E. Executive Board. The Executive Board shall consist of the said Officers, and twenty-one (21) Executive Board Members who shall be elected at large from the membership of the Chapter. The Executive Board members shall be elected to staggered terms of three years, with seven (7) members being elected each year.

F. Advisory Board. The Advisory Board shall consist of up to twelve (12) Advisory Board Members, with vacancies to be appointed by the President. Advisory Board Membership is limited to those persons who have proven themselves to be exceptional regional leaders and whose role has some clear relation to the federal bar and federal litigation. Examples include federal elected officials, chief executives of international or heavily regulated companies, leading non-profit executive directors, or regional religious or community leaders who address federal issues. The Advisory Board members shall be appointed to staggered terms of six years, with two appointments generally being made each year as well as such other appointments fill appropriate vacancies.

G. Removal from Office. An officer or Executive Board member may be removed from office for delinquency in attendance, inefficiency, neglect of duty, or for other good causes in the manner prescribed in the Constitution.

H. Vacancies in Office. In case of death, resignation or removal of the President, the President-Elect shall succeed to office. In case of the death, resignation or removal of any other officer or board member, the vacancy shall be filled by the Executive Board.

7. Meetings

A. Time of Meetings and Procedures. Meetings of the Officers and Executive Board shall be held at such time and place as the President may direct. Meetings of the EDMF-FBA shall be governed by the Constitution of the EDMF-FBA, these Bylaws and such rules as the President and Executive Board may prescribe. When not inconsistent with such rules, the latest edition of Robert's Rules of Order shall apply.

B. Annual Meeting. The annual meeting of the membership of the Chapter shall be held in the Spring of each year but not later than June 30.

C. Additional or Special Meetings. Additional meetings may be held at such day, hour and place as the President may designate. Special meetings shall be held as called by the President or a number of members equal to a quorum as provided by Article III, Section 5 hereof at a time and place designated by the calling party.

D. Notice of Meetings and Agenda. Notice of the time, date and place of all meetings shall be mailed or otherwise given by the Secretary to each member in good standing at least five days prior to such meeting, unless the nature of the meeting is such that shorter notice cannot be avoided. If a special meeting, the notice shall specify the character of the business to be presented; no other business shall be conducted. Notwithstanding the other terms of this paragraph, 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 meeting, except that no motion to suspend the notice requirement shall be entertained with respect to amendments to the Bylaws.

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

F. Quorum. A quorum for transacting business at a meeting consists of (1) for an Officers' meeting, half the officers; (2) for an Executive Board and Co-Chairs Meeting, ten percent (10%) of the total number of Officers, Executive Board members, and Committee Co-Chairs; and (3) for a general membership meeting, five percent (5%) of the members of the EDMF-FBA in good standing.

G. Voting. At a general membership meeting, each active and honorary member shall be entitled to one vote on each matter submitted to a vote of the members.

8. Committees

A. Committee Leadership. The President shall have the power to appoint or remove Committee leaders and members, except that no person shall serve as a Chair of a particular Committee for a total of more than six (6) years although such person may be asked to lead a different Committee. Each Committee shall have up to three (3) co-Chairs. Committee Chairs are generally expected to attend at least three Board/Co-Chair meetings per year and should attend at least one per year.

B. Committee Programming. Each Committee shall host, or co-host with another Committee, at least one program per year. If a Committee has not engaged in Committee programming for two fiscal years, either the Committee's leadership shall be replaced or the Committee shall be disbanded.

C. Establishment of Standing Committees. The President may create such Standing or Ad Hoc Committees as are appropriate to conduct the EDMI-FBA's business. Any ad Hoc Committee shall automatically dissolve one (1) year after its creation, unless expressly reauthorized by the next President.

9. Fiscal Year. The fiscal year of the EDMI-FBA shall run from July 1 through June 30 of the following year.

10. Amendments to the Constitution and the Bylaws. These Bylaws may only be altered, amended or replaced and new Bylaws adopted by a majority of the then-present members of the Executive Board of this Chapter at a meeting where a quorum is present, or by an actual majority vote conducted electronically among the members of the Executive Board, as long as – in either case – ten days' prior written notice of the purpose of the meeting/vote has been given to all such members.

11. Robert's Rules of Order. Wherever the Constitution 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.