

**AMENDED AND RESTATED BYLAWS OF THE EASTERN DISTRICT OF MICHIGAN
CHAPTER OF THE FEDERAL BAR ASSOCIATION
(Effective 24 October 2023)**

1. Preamble. This organization is, and will remain, known as the Eastern District of Michigan Chapter of the Federal Bar Association (“the Chapter”). The Constitution of the Federal Bar Association (“FBA Constitution”) as it may be amended, from time to time, is incorporated insofar as it may apply to the Chapter’s business. In the event of a conflict, however, these Bylaws will prevail over the FBA Constitution.

2. Mission. The objects of the Chapter are to further the objects of the FBA as set forth in Article III of the FBA 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 Chapter; (f) to provide quality education programs to the federal legal profession and the public; and (g) to promote professional and social interaction among members.

3. Registered Office and Executive Director

A. Registered Office. The Chapter will maintain a Registered Office at a location in Michigan to be selected by the Officers. All communications with the Chapter will be addressed to the Chapter at its Registered Office.

B. Executive Director.

The Officers will employ an Executive Director whose title, terms, and conditions of employment will be specified by the Officers. Under the direction of the Officers, the Executive Director will manage and direct the activities of the Chapter as prescribed by the Officers. The Executive Director will be responsible for: (i) maintaining the books, records, reports and roster of the Chapter; (ii) submitting written reports to the Officers regarding the Chapter’s financial affairs; (iii) general supervising of the Chapter’s financial affairs and health; (iv) serve as primary signatory and responsible person for each Chapter bank account, with

the Treasurer as secondary signatory and responsible person; and (v) any and all other tasks or activities as directed by the Officers for the good and efficient functioning of the Chapter.

4. Membership

A. *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 FBA Constitution and who resides, is employed, has an office or practices in the State of Michigan, is eligible for active membership in the Chapter.

B. *Honorary Membership.* Honorary members are exempt from payment of admission fees and annual Chapter dues but have full rights and privileges of membership. The following will be offered honorary memberships:

i. *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;

ii. *Other.* Any other person eligible for honorary membership as provided for in Section 2 of Article IV of the FBA Constitution may be elected by two-thirds vote of the Chapter Officers.

C. *Expulsion.* As provided in Article IV, Section 4, of the Constitution, the Officers may expel any member of the Chapter 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 Chapter or these Bylaws. The process for bringing and hearing a charge seeking expulsion will be one that is analogous to the process set forth in the National Bylaws, as applied to the Chapter.

5. Dues

A. *Amount.* Except honorary members, each member will pay annual dues to the

Chapter. The Executive Director will collect annual dues, for the benefit of the Chapter alone, in an amount set by the Officers.

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

C. *Sustaining Dues*. Members may distinguish themselves by becoming Sustaining Members. The Executive Director will collect Sustaining Dues in an amount set by the Officers.

6. Officers and Directors

A. *Election of Officers*. The President will propose a slate of officers to be recommended to the Executive Committee for a vote of adoption. At least four of the six members of the Executive Committee must approve the proposed slate of officers.

B. *Officers*. The officers will be selected from the membership of the Chapter and will be as follows and in the order named:

1. President. The President will be the Chapter's chief executive officer, performing such duties as may be required by the FBA Constitution and these Bylaws, and will appoint such standing or special committees as necessary and appropriate to accomplish the Chapter's business.
2. President-Elect. The President-Elect will perform the duties of the President in the event of the absence or inability of the President to discharge the duties of that office, will perform such duties as may be required by the President, the FBA Constitution and these Bylaws.
3. Vice President. The Vice President will perform the duties of the President-Elect in the event of the absence or inability of the President-Elect to discharge the duties of that office, will perform such duties as may be required by the President, the FBA Constitution and these Bylaws.
4. Secretary/Treasurer. The Secretary/Treasurer will: (i) keep a record of the proceedings of the Chapter's meetings; (ii) supervise the Executive Director's receipt and deposits of Chapter monies; (iii) serve as a secondary signatory and responsible person for each Chapter bank account; and (iv)

review the Chapter's bank statements to oversee financial regularity and compliance.

5. Program Chair. The Program Chair will 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 will coordinate with the President to perform such continuing duties as best promote the Chapter's good and welfare.

C. Officers' Term of Office. Officers will assume their duties of office on July 1, hold office for one year ending June 30, and perform such duties as designated by the Executive Board. No member serving as President or Vice President will be eligible to succeed themselves in the respective office.

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

E. Executive Board. The Executive Board will consist of the said Officers, and 21 Executive Board Members who will be selected from the membership of the Chapter. The Executive Board members will be appointed to staggered terms of three years, with seven members being elected each year.

F. Executive Committee. An Executive Committee is established consisting of the following six officers and Executive Board Members: President, President-Elect, Vice President, Secretary/Treasurer, Program Chair, and Immediate Past President. The Executive Committee, subject to those limitations as may be required by law, may exercise all powers and authority of the Executive Board in the management of the business and affairs of the Chapter, except that the Executive Committee will not have power and authority to do any of the acts set forth in Section 528(a)-(h) of the Michigan Non-Profit Corporation Act, as amended.

G. Removal. 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 FBA Constitution.

H. Vacancies. In case of death, resignation or removal of the President, the President-Elect will succeed to office. In case of the death, resignation or removal of any other officer, the vacancy will be filled by vote of the remaining Officers. In case of the death, resignation or removal of any Executive Board member, the vacancy will be filled by the President.

7. Meetings

A. Time and Procedures. Meetings of the Officers and Executive Board will be held at such time and place as the President may direct. Meetings of the Chapter will be governed by the FBA Constitution, 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 will apply.

B. Annual Meeting. The Chapter's annual membership meeting will be held in the Spring of each year but not later than June 30. It will be advertised to the active members at least five business days before the meeting.

C. Additional or Special Meetings. Additional meetings may be held at such day, hour and place as the President may designate. Special meetings will be held as called by the President or a number of members equal to a quorum (per Subsection F) 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 will be provided by the Executive Director or the Secretary to each Executive Board member in good standing at least five days before such meeting, unless exigent circumstances are such that shorter notice cannot be avoided. For special meetings, the notice will specify the character of the business to be presented and no other business will be conducted unless 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 will 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, videoconference or other electronic means.

F. Quorum. A quorum for transacting business at a meeting consists of (1) for an Officers' meeting, one-half of the officers; and (2) for an Executive Board and Co-Chairs Meeting, a majority vote of the total number of Officers, Executive Board members, and Committee Co-Chairs in attendance.

8. Other Committees

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

B. Committee Programming. Each Committee will 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 may be replaced or the Committee may be disbanded.

C. Establishment of Standing Committees. The President may create such Standing or Ad Hoc Committees as are appropriate to conduct the Chapter's business. Any Ad Hoc Committee will automatically dissolve one year after its creation, unless expressly reauthorized by the next President.

9. Fiscal Year. The Chapter's fiscal year runs from July 1 through June 30.

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 in attendance at a

meeting where ten days' prior written notice of the purpose of the meeting has been given to all Executive Board members.