



**BY-LAWS
OF THE
FEDERAL BAR COUNCIL**

**Restated Federal Bar Council By-Laws Adopted at October 21, 2014
Annual Federal Bar Council Meeting**

Article I. Membership

SECTION 1. There shall be five classes of membership: active, sustaining, retired, honorary and judicial. All classes of members shall have the right to vote.

SECTION 2. Active membership: any member of the profession in good standing, admitted to practice before a federal court of any State of the United States, the District of Columbia, the Commonwealth of Puerto Rico or of the Virgin Islands, and any lawyer in the federal service in the United States or the aforementioned other jurisdictions, and any member of the profession for whom the Board of Trustees waives the usual requirements, may become an active member upon application and the payment of dues as set annually by the Board of Trustees. Any such member of the profession who is engaged substantially full time (i) in teaching law at an accredited law school or (ii) in practice or service in the Federal Courts on behalf of a federal, state or local government or public authority or (iii) in practice or service on behalf of a not-for-profit-entity may pay such lower dues as may be set annually by the Board for active members of this category. Such member shall have all the rights and privileges of a full dues paying member.

SECTION 3. Sustaining Membership: Any active member of the Council may become a sustaining member of the Council upon the payment of dues as set annually by the Board for this membership classification.

SECTION 4. Retired Membership: Any active member of the profession in good standing, who has retired and was an active or sustaining member of the Council for three years preceding retirement, may become a retired member of the Council upon payment of dues as set annually by the Board for this membership classification. Such member shall have all the rights and privileges of a full dues paying member.

SECTION 5. Honorary Membership: Any lawyer or judge of distinction who has rendered conspicuous service to the United States Government, this Council, or the Bar at large, may be elected by the Board of Trustees to honorary membership in the Council. Honorary members shall be entitled to all the

privileges of the Council, except that of voting, and shall be exempt from the payment of dues.

SECTION 6. Judicial Membership: Judicial members include the Circuit Justice and all Court of Appeals and District Judges, Magistrate Judges, and Bankruptcy Judges in the Second Circuit. These members will receive all the benefits of regular Council membership without the requirement of paying dues.

SECTION 7. Default in Dues: The name of any member who shall be in default in dues for more than one year may, without further notice, be stricken from the membership roll.

SECTION 8. Expulsion or Suspension: Any member of the Council who shall be disbarred from practice in any state or Federal court shall be deemed expelled from the Council and any member who shall be suspended from practice in any state or Federal court shall be deemed suspended from membership until reinstated by said court. Said expulsion or suspension shall take effect upon the Council's receipt of a duly authenticated copy of the order or judgment of the court. Upon reinstatement, the suspended member shall again be a member of the Council and shall not be required to pay dues for the period during which he or she was suspended.

SECTION 9. Any member of the Council may be suspended or expelled by action of the Board after due and proper notice and hearing for misconduct in the relations of the person to this Council or in the profession.

SECTION 10. Any interest in the property of the Council held by persons resigning or otherwise ceasing to be members shall vest in the Council.

SECTION 11. Application for Membership: Application for membership shall be on a form approved by the Board of Trustees.

Article II. Board of Trustees

SECTION 1. The Board of Trustees shall manage the affairs of the Council, subject to By-Laws of the Council. It shall consist of all of the Officers of the Council and twenty-one elected members, including a Chairman and Vice Chairman. The chair of each of the standing committees and all past presidents shall be ex-officio members of the Board. Ex-officio trustees shall not be counted for purposes of determining the maximum number of trustees but shall have the right to vote.

SECTION 2. The elected members of the Board of Trustees shall be divided into three classes of equal number, each class holding office for three years and until their successors have been inducted. Seven members of the Board shall be elected at each annual meeting of the Council and any additional number as may be necessary to fill vacancies. Members so elected to fill vacancies shall hold office during the remainder of the terms of the members whose places they fill. Vacancies may also be filled by the Board at other meetings. Members so

chosen shall serve until the next annual meeting. The Board of Trustees shall determine which trustees shall serve in each of the classes.

SECTION 3. Except as otherwise provided in Section 2 of this Article II with respect to members elected to fill vacancies, the elected members of the Board of Trustees shall be elected at the annual meeting of the Council which, subject to special circumstances, will be held in October, and shall be inducted at the annual Thanksgiving Luncheon.

SECTION 4. No member shall be eligible to serve on the Board of Trustees, except as President, President-Elect and Treasurer, for one year immediately following his or her serving as an Officer or Trustee of the Council or as an Officer or Director of the Federal Bar Foundation for six consecutive years. If a term to which a Trustee was elected extends beyond such period of six consecutive years, the portion of the term which otherwise would have exceeded six years shall be filled as any other vacancy.

SECTION 5. The Board of Trustees shall meet at least three times a year. Special meetings may be called by the President or upon the written request of seven members of the Board of Trustees at any time. Seven elected members of the Board shall constitute a quorum. An affirmative vote of a majority of those present shall constitute the action of the Board. It shall keep a record of its proceedings and at each stated meeting of the Council it may report any business which, in its judgment, shall require the action of the Council.

SECTION 6. If an elected member of the Board of Trustees is absent from three successive meetings of the Board, the absentee shall be deemed to have resigned, unless the Board by affirmative vote determines otherwise, and the Board shall appoint a successor.

SECTION 7. At the request of the President, the Board of Trustees may, upon reasonable prior notice to all trustees, act upon any subject or classes of subjects, by conference telephone, videoconference or similar means which allows all the persons participating in the meeting to hear each other at the same time; the requirements for a quorum and adoption of a resolution shall be the same as at any meeting of The Board of Trustees. At the request of the President, the Board of Trustees may act upon any subject or class of subject by email, mail, facsimile transmission or similar means; the written or electronic affirmative consent of all of the trustees shall be necessary to adopt any such resolution so taken without a meeting.

Article III. Officers

SECTION 1. The Officers of the Council shall be a President (who shall be the chief executive officer of the Council), a President-Elect, four Vice Presidents, a Secretary, an Assistant Secretary, a Treasurer and an Assistant Treasurer, and shall fulfill the traditional functions of their respective offices. There shall also be a President Emeritus who shall be the prior President of the Council.

SECTION 2. Officers shall be inducted at the annual Thanksgiving luncheon and shall serve for one year and until their successors are inducted.

SECTION 3. No member shall be eligible to serve in any office other than Treasurer, President-elect or President for one year immediately following his or her serving for six consecutive years as an Officer or Trustee of the Council or as an Officer or Director of the Federal Bar Foundation. This provision can be waived by the unanimous vote of the Nominating Committee upon a finding of special circumstances.

SECTION 4. Vacancies shall be filled by the Board for the remainder of the term.

Article IV. Meetings of the Council

SECTION 1. The annual meeting of the Council shall be held in October of each year, and a stated meeting shall be held in June of each year provided that the President, in the President's discretion, may change the dates of such meetings if circumstances so require. There shall be an annual Thanksgiving Luncheon, which, unless special circumstances exist, shall be held on the day before Thanksgiving at which the newly elected Officers and Trustees shall be inducted.

SECTION 2. The annual meeting of the Council shall be held in the state where a plurality of the membership resides.

SECTION 3. Special meetings of the Council may be called at any time by the President or the Board, and shall be called by the Secretary upon the written request of twenty-five members, specifying the purpose of such call. At such special meeting no business shall be transacted except such as shall be specified in the call thereof.

SECTION 4. At any meeting of the Council, the presence, in person or by proxy, of one hundred members shall be necessary to constitute a quorum.

Article V. Compensation and Indemnification

SECTION 1. No Trustee or Officer may receive or be lawfully entitled to receive any pecuniary remuneration of any kind from service in his or her capacity as an Officer or Trustee.

SECTION 2. To the full extent permitted by law, the Trustees and Officers of the Council, when acting as such, shall be indemnified and held harmless against all cost, obligation and expense actually and personally incurred by or imposed upon them in connection with the defense of any action, suit or proceeding, or any other matter having to do with their acts or conduct in such capacity. The provisions of this section shall be deemed to constitute a contract between the Council and any such person.

Article VI. Committees

SECTION 1. The President shall be the chair of the Executive Committee. The Executive Committee shall consist of the Council President, President Emeritus, and President-elect; the Foundation President; and the Treasurers and Chairs of the Boards of the Council and the Foundation. The Council President may also appoint other members to the Executive Committee. The Executive Committee, annually, shall review and approve the budgets of the Council and the Foundation. In addition, the Executive Committee shall approve in advance all expenditures by the Council and Foundation to any one entity in excess of \$25,000 in a single fiscal year. The advance approval of expenditures by the Executive Committee shall not apply to regular and customary expenditures in connection with the annual Thanksgiving Luncheon, Law Day Dinner, Fall Bench & Bar Retreat and Winter Bench & Bar Conference, office rent or to staff salaries. The Executive Committee also shall perform such other functions as are usual and customary for an Executive Committee. The President, with the advice and consent of the Board, shall appoint the chair and the members of the Audit Committee. The President shall also appoint the chairs and members of all other committees, except the Nominating Committee, which shall be selected in accordance with Article VII, and shall fill vacancies.

SECTION 2. The President, with the advice and consent of the Board, may annually designate and abolish such committees of the Board as may appear practicable.

SECTION 3. Five members or the majority, whichever is smaller, shall constitute a quorum at committee meetings. A report by a committee shall be submitted to the President or such person as the President may designate for approval prior to release or publication. Upon disapproval, if the report is not withdrawn by the Committee, it shall be referred to the Board and shall not be released or published until approved by the President or by the Board.

SECTION 4. Any question as to the jurisdiction of a committee shall be decided by the President or, in the President's discretion, by the Board.

Article VII. Nominating Committee

SECTION 1. The Board of Trustees shall meet in each year on the same day as the stated meeting of the Council provided for in Article IV, Section 1.

SECTION 2. At least thirty (30) days before the meeting of the Board provided for in Section 1 of this Article VII, the Secretary shall notify each member of the Council in good standing of the date, time and place of the meeting and shall request recommendations for members to serve on the Nominating Committee to be elected at that meeting.

SECTION 3. At the meeting of the Board provided for in Section 1 of this Article VII, a Nominating Committee of at least five but not more than nine shall be elected by the Board after consideration of the recommendations of the

members of the Council pursuant to Section 2 of this Article. The President shall designate one of the members of the Nominating Committee as Chairman of the Nominating Committee. The Committee so chosen shall nominate candidates for Trustee, including Chairman and Vice-Chairman of the Board, and Officers and shall make recommendations to the Board of Directors of the Federal Bar Foundation of candidates for the positions of officers and directors of the Foundation.

SECTION 4. Diversity of Candidates: The Nominating Committee shall strive to propose a slate of nominees who have shown an interest in, and commitment to, professional and pro bono activities, who are experienced in the affairs of the Council, and who reflect the diversity of lawyers who practice before the courts of the Second Judicial Circuit.

Article VIII. Annual Elections

SECTION 1. Annual elections of Trustees and Officers shall be held at the annual meeting of the Council in October and, upon the request of any member, shall be by closed ballot, prepared by the Secretary which shall list the candidates nominated by the Nominating Committee and, if any, by the members of the Council as provided below. Ballots shall be cast only by members in good standing at the time the Nominating Committee was elected.

SECTION 2. The newly elected Board shall meet immediately after the annual meeting and elect a Chairman and Vice-Chairman from among its members who will serve for a period of one year. In doing so, the Board shall consider but need not follow the recommendations of the Nominating Committee and of the members of the Council as provided below.

SECTION 3. At least thirty (30) days prior to the annual meeting of the Council, the Nominating Committee, provided for by Article VII above, shall file with the Secretary of the Council, where it shall be open to immediate inspection, the names of those Trustees and Officers it has nominated for election, and the trustees it recommends for Chairman and Vice-Chairperson of the Board, who shall be members in good standing. The Secretary shall promptly prepare and mail, or send by facsimile or electronic communication, a notice to members, announcing the date of the annual meeting and the said nominations, and the provision below as to further nominations, and such other matters as might properly be brought before said annual meeting.

SECTION 4. Any members of the Council desiring to place another name, or names in nomination, which must be names of members in good standing, must do so at least fourteen (14) days before the date of the annual meeting, by written nomination, signed not more than thirty (30) days before the date of said meeting, by at least twenty-five (25) members who shall then have been members in good standing for at least sixty (60) days.

Article IX. Amendments

These By-Laws may be amended at any stated meeting of the Council provided that notice of the proposed amendment has been given by the Board to members at least ten (10) days prior to the meeting. The amendments must be proposed by resolution of the Board or by a written request signed by twenty-five (25) members in good standing and delivered to the Secretary.