

# FEDERAL JUDGES ASSOCIATION

## BYLAWS\*

### I. Officers

- A. The officers of the Association shall consist of a president, a president-elect, the immediate past president, a secretary, a treasurer and such other officers as may from time to time be authorized and elected by vote of the board of directors. Officers shall be elected for a term of two years commencing at the biennial meeting of the board and shall serve until their successors take office. The officers shall also be members of the board of directors.
- B. The president shall preside at all meetings, appoint the chair and members of all committees except the executive committee and be responsible for the conduct of the business and affairs of the Association.
- C. The president-elect or, in the event the president-elect is unavailable, such other officer as may from time to time be designated by the board of directors shall perform the duties of the president in the president's absence.
- D. The secretary shall prepare and keep a minute book which shall include a record of the Articles of Incorporation, the Constitution and Bylaws and all amendments thereto and minutes of all meetings of the Association and of the board of directors.
- E. The treasurer shall maintain the funds and accounts of the Association.
- F. Any vacancy in any authorized office may be filled by a majority vote of the board of directors, for the unexpired portion of the two-year term.

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\*Complete with Amendments as of May 4, 2003.

## **II. The Board of Directors**

- A. The board of directors, including officers, chair of the advisory committee and members of the executive committee appointed by the president, shall consist of not more than 48 judges, not more than 36 of whom shall be elected at large, not more than 8 of whom may be officers of the Association, and not more than 4 of whom shall be members of the Association appointed to the executive committee by the president. In addition, a past president, upon completion of his or her term as chair of the advisory committee, shall serve as an *ex officio* member of the board of directors for not more than two (2) years. There shall be at least one director but not more than four elected from each Federal judicial circuit. For purposes of this provision, the Court of Appeals for the Federal Circuit shall be considered part of the D.C. Circuit. There shall be one director elected from the Court of International Trade. The number of directors for each judicial circuit shall be determined from time to time by the board of directors. The at large directors shall be elected by the members in the circuit at the Circuit Conference or otherwise in each even numbered year. Directors shall be elected for a term of two years. No at large director may serve for more than two consecutive terms. The members of the Association within each circuit shall meet (during "free" time) at the Circuit Conference or otherwise vote in each even numbered year, to elect the allotted circuit representatives to the board of directors of the Association, and to discuss and recommend such programs for the Association as the members find to be reasonable and necessary to advance the objectives of the Association. The two year term of each director shall commence on January 1 of the year following the director's election.
- B. Vacancies on the board of directors may be filled, until the next annual meeting of the

circuit conference from which circuit the vacancy arose, by the majority vote of the members of the executive committee. A director elected to fill a vacancy remains eligible for election to two full consecutive terms.

- C. The board of directors, upon the recommendation of the executive committee, is authorized to employ or engage one or more persons to carry out the purposes of the Association.

### **III. Committees**

- A. The executive committee shall consist of the officers of the Association and the chair of the advisory council. In addition, the board of directors of the Association may from time to time provide by resolution for the election of not more than five additional directors to serve on the executive committee for a term not to exceed two years. The president shall have the authority to appoint not more than four additional members of the Association to serve on the executive committee for a term not to exceed two years. Any member of the executive committee appointed by the president shall, by virtue of such appointment, become a member of the board of directors if not currently serving as an elected member. The appointment of a non-board member to the executive committee shall not be counted against the allocation of directors for the appointee's judicial circuit. The executive committee is authorized to act for the Association as herein provided. At least annually it shall report all actions taken to all members of the Association.
- B. A nominating committee shall be appointed by the president from time to time. The nominating committee shall propose the names of one or more persons for election to each office to be filled.
- C. The president shall appoint an advisory council which shall consist of the past

presidents of the Association and such other distinguished senior and other member judges as the president may appoint, which council shall advise the officers, executive committee and the board on policy matters. The chair of the advisory council shall serve for a two-year term and shall be that judge who, in the previous term, was immediate past president.

- D. The president may also appoint such additional committees as may from time to time be appropriate.
- E. A majority of the members of any committee shall constitute a quorum for the transaction of business, unless a greater number is required by the by-laws or by vote of the board. The act of a majority of the members present and voting at a meeting at which a quorum is present shall be the act of the committee, unless the act of a greater number is required by the by-laws or the board.

#### **IV. Meetings**

- A. In recognition of the need to minimize the imposition of financial burdens on the Association and its members, it is the policy of the Association that meetings of its committees and of the membership be kept to a minimum and that to the extent reasonable and possible, and as a partial substitute therefor, maximum use be made of written and telephonic communications in the transaction of Association business, provided however, in order to insure adequate opportunities for face-to-face meetings of its committees and membership essential to the free and open exchange of ideas and development of Association policy, the following meetings shall be held at the designated places and times:
  - 1. The executive committee shall meet at least annually at a time designated by the president.

2. The board of directors shall meet at least biennially at a time designated by the executive committee.
3. Membership meetings shall be held at such times and places as are designated by the board of directors or by petition signed by not less than ten percent of the active membership of the Association.
4. For a meeting of the board of directors, a quorum shall consist of one-third (1/3) of the members thereof, plus at least two members of the executive committee.

**V. Dues**

- A. Annual dues shall be in an amount fixed by resolution of the board of directors or of the executive committee upon authorization by the board of directors.

**VI. Voting and Resolutions**

- A. Except as provided in the Constitution, and in paragraphs VI B and VII below, action taken at any meeting of the executive committee, board of directors or the membership shall be by vote of a majority of the members present and voting. Voting by mail, email and other electronic means will be acceptable for votes of the board of directors, the executive committee or the membership.
- B. Each person who is qualified to be a member of the Association and who is current in the payment of the required dues, shall be a member of the Association and entitled to vote as such. Each member is "current" in dues who is not more than sixty (60) days delinquent in the payment of dues.
- C. No resolution shall be presented or published as a resolution of the Association unless adopted by at least a two-thirds (2/3) vote of the members of the board voting on the resolution or a majority of the membership of the Association voting on the resolution. Where any action or position of the Association is inconsistent with or in opposition to

a position taken by the Judicial Conference of the United States, such action or position shall not be publicized until the executive committee of the Association has made a reasonable effort to reconcile any disagreement or inconsistency with the Judicial Conference.

- D. The president is authorized to transmit resolutions adopted in accordance with these provisions to any appropriate person or organization.

## **VII. Amendments**

- A. The Constitution may be amended by vote of not less than a majority of all members of the Association. Notice of proposed amendments shall be given to all members by mail, e-mail or other electronic means, not less than thirty (30) days in advance of the vote on the amendment(s).
- B. These Bylaws may be amended by vote of not less than two-thirds (2/3) of the board of directors. Notice of proposed amendments shall be given to all members of the board of directors by mail, e-mail or other electronic means, not less than thirty (30) days in advance of the vote on the amendment(s).

## **VIII. Indemnification of Directors, Officers, and Agents of the Association**

- A. The Association shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer or agent of the Association, or who is or was serving at the request of the Association as a director, officer or agent of another Association, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably

incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Association or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

- B. To the extent that a director, officer or agent of the Association has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in subsection (A), or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by such person in connection therewith.
- C. Any indemnification under subsection (A) (unless ordered by a court) shall be made by the Association only as authorized in the specific case, upon a determination that indemnification of the director, officer or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsection (A). Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

- D. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as provided herein.
- E. The indemnification provided by this Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of directors or members or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as a person who has ceased to be a director, officer or agent, and shall insure to the benefit of the heirs, executors and administrators of such a person.