

## Bylaws Committee Special Report – November 2018

At the meeting of the FJA Board of Directors on May 6, 2018, there was a general consensus to amend the Bylaws to lengthen the terms of at-large directors from two years to three years, effective with terms commencing January 1, 2019 (*i.e.*, effective for positions filled by elections in 2018). The Bylaws Committee was asked to prepare an amendment to accomplish that revision.

We propose to amend FJA Bylaws Section II. A. 2 as marked (new language underscored and replaced language stricken through) and by adding a footnote to explain the transition. (The use of footnotes for transition purposes is a practice followed for previous amendments to the Bylaws.)

2. At Large Directors. The at-large directors will include at least one at-large director, but not more than four, elected from each federal judicial circuit. The Court of Appeals for the Federal Circuit, the District of Columbia Circuit and the Court of International Trade will each have one at-large director. The number of at-large directors for other circuits will be as determined from time to time by the Board of Directors. The at-large directors will be elected by the members of the Association within the circuit by a method determined by the circuit at-large directors, including but not limited to email, teleconference, equivalent ballot or by vote of the members at a circuit conference. The then-serving at-large directors of the Association within each circuit will schedule the election not later than 90 days before the expiration of an at-large director's term and send the results of the election to the Secretary of the Association as soon as practicable. Each at-large director will be elected for a three-~~two~~-year term commencing on January 1 after an election.<sup>1</sup> No at-large director may serve for more than two consecutive terms, but an at-large director may be appointed by the president to the executive committee at any time or re-elected after a two year hiatus from the Board of Directors.

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<sup>1</sup> The revision to three-year terms is effective for terms starting January 1, 2019. Terms starting prior to that day are for two-years, as provided prior to the amendment of the Bylaws in 2018.

Under Section VIII.A. of the Bylaws, the Bylaws may be amended by vote of not less than two-thirds of the Board. Notice must be given to the Board not less than 30 days before the vote. Notice may be given by email or other electronic means. Section VII.A. explicitly authorizes voting by email or other electronic means.