



## FEDERAL JUDGES ASSOCIATION

### BYLAWS

(As amended through December 2018)

#### I. Officers<sup>1</sup>

- A. The officers of the Association will consist of a president, a president-elect, ~~vice president(s)~~, a secretary, a treasurer and such other officers as may be authorized and elected by vote of the Board of Directors not to exceed eight and the immediate past president. Officers will be elected for a term of two years on odd numbered years at the regularly scheduled meeting of the Board. The two-year term of an officer will commence the day following the regular Board meeting after an election on or about May 1. The two-year term will continue until the next Board meeting with an election to ensure that the Association is represented by officers. Officers, except the president, president-elect and the immediate past president, may serve a maximum of two successive two-year terms per position. The officers will also be members of the Board of Directors.
- B. The president will preside at all meetings, appoint the chair and members of all committees, except the elected members of the executive committee, and be responsible for the conduct of the business of the Association, coordinate the Association's efforts in legislative matters, and speak for the Association in public forums.
- C. The president-elect or, if the president-elect is unavailable, such other officer as may be designated by the Board of Directors, will perform the duties of the president in the president's absence.
- D. ~~The vice president(s) will perform the duties of the office as the Board of Directors or president may designate.~~

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<sup>1</sup> The marked deletions in sections I.A. & I.D., eliminating the vice president positions, were enacted in 2016 to be effective at the end of the 2017 annual board meeting. Subsections E, F, and G will be renamed D, E, and F, respectively, at that time.

- E. The secretary will prepare the minutes of all meetings of the Association and the Board. The secretary will also provide annual notice to circuit representatives of the expiration dates for each of their at-large directors' terms. The secretary, or a designee, will maintain the minute book, the Articles of Incorporation, the Constitution and Bylaws, and all amendments, and a roster of all members of the Board and their respective terms.
- F. The treasurer will maintain the funds, accounts and financial records of the Association and coordinate with any auditor or tax preparer.
- G. Any vacancy in any authorized office may be filled by a majority vote of the Board of Directors for the unexpired portion of the vacated term.

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

- A. 1. Composition. The Board of Directors will consist of officers, members of the executive committee appointed by the president not to exceed four, members of the executive committee elected by the Board not to exceed five and at-large members from each circuit. In addition, each past president will serve as an *ex officio* member of the Board of Directors.
- 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 stating January 1, 2019. Terms starting prior to that day are for two years, as provided prior to the amendment of the Bylaws in 2018.

- B. Vacancies on the Board of Directors may be filled, until the next election 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.
- D. Duties of Board of Directors Each member of the Board of Directors is required to attend board meetings, (including membership orientation, as appropriate), prepare and disseminate to members of the FJA within their circuit regular reports and other communications relating to Board meetings and business conducted, recruit new members, participate in leadership development and succession planning, serve on at least one Board committee or task force, discuss and support programs for the benefit of the Board and/or the FJA membership, and work to advance the objectives of the Association.

### **III. Committees**

- A. Executive Committee. The executive committee will consist of the officers of the Association together with the directors (not to exceed five) who are to be elected by the Board, and the directors (not to exceed four) who are to be appointed by the president. Such non-officer directors will serve a two-year term to run concurrently with the president's term. Any member of the executive committee appointed by the president or elected by the Board is entitled to vote on all Board matters. The appointment of a non-Board member to the executive committee will not be counted against the allocation of directors for the appointee's judicial circuit. The executive committee is authorized to act for the Association. The executive committee will report all actions taken by it to the Board on at least an annual basis.
- B. Nominating Committee. A nominating committee will be appointed by the president and the names published to the Board no later than 90 days before a Board meeting with a scheduled election of officers and executive committee members. The nominating committee will propose the names of one or more persons for election to each office to be filled and for board of directors members for election, not presidential appointment, to the executive committee. The Secretary will provide the list of proposed names for election to each office to the Board at least 30 days before the Board meeting at which the election will occur.

- C. **Standing Committees.** The Standing Committees include a Communications committee; a Senior Judges committee; a Judicial Conference Liaison committee; a Meeting Committee; a Security committee; a Membership Development and Retention committee; a Judicial Independence committee; and a Long Range Planning committee. The president may also appoint such additional committees (e.g. Benefits, Legislative Liaison, International Rule of Law and others) as may be appropriate.
1. **Appointment and Removal.** The president will appoint the chairpersons and members of all committees to serve concurrent terms with that of the president who appoints them, unless otherwise provided in these bylaws. The president may remove a chairperson or a committee member at president's discretion.
  2. **Chairpersons and Membership.** Only Board members or officers may be committee chairs, except in exceptional circumstances as determined by the president. The president may appoint non-Board members to serve on a committee on recommendation or concurrence of the chairperson of the committee.
- D. **Advisory Council.** The president may appoint an advisory council which will consist of the past presidents of the Association and such other distinguished senior and other member judges as the president may appoint, which council will advise the officers, executive committee and the Board on policy matters. The chair of the advisory council will serve for a two-year term and will be that judge who, in the previous term, was immediate past president.
- E. A majority of the members of any committee will constitute a quorum for the transaction of business, unless a greater number is required by the Bylaws 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 will be the act of the committee, unless the act of a greater number is required by the Bylaws or the Board.

#### **IV. Agents and Representatives**

The Board of Directors, or the Executive Committee at the Board's direction, may appoint agents and representatives or hire employees of the Association to carry out duties the Board may assign, consistent with these Bylaws and applicable law.

#### **V. 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 of the Association be kept to a minimum; and that to the extent reasonable and possible, and as a partial substitute for meetings, maximum use be made of electronic and telephonic communications in the transaction of Association business. However, in order to insure adequate opportunities for meetings of its committees and membership essential to the free and open exchange of ideas and development of Association policy, the following meetings will be held at the designated places and times:
1. The executive committee will meet at least annually at a time designated by the president.
  2. The Board of Directors will meet at least annually at a time designated by the executive committee. The president, with the concurrence of the executive committee, may call a special meeting of the Board of Directors.
  3. Meetings of the membership may be held at such times and places as are designated by the Board of Directors. For a meeting of the Board of Directors, a quorum will consist of one-third of the members, plus at least two members of the executive committee.
- B. Each written act required by these Bylaws, including mailing, notice, nomination, voting or other communication, may be accomplished by electronic means including, but not limited to, email or facsimile.

## **VI. Dues**

Annual dues will be in an amount fixed by resolution of the Board of Directors or of the executive committee upon authorization by the Board of Directors.

## **VII. Voting and Resolutions**

- A. Except as provided in the Constitution, action taken at any meeting of the executive committee, Board of Directors or the membership will 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 is a member of the Association and is entitled to vote. Each member is current in dues who is not more than 60 days delinquent in the payment of dues.
- C. No resolution will be presented or published as a resolution of the Association unless adopted by at least a two-thirds vote of the members of the Board voting on the resolution. Where any action or position of the Association is inconsistent with, or in opposition to, a position taken by Judicial Conference of the United States, such action or position will not be publicized until the executive committee of the Association has made a reasonable effort to reconcile any such disagreement or inconsistency.
- D. The president is authorized to transmit resolutions adopted in accordance with these provisions to any appropriate person or organization.

#### **VIII. 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 will be given to all members by mail, email or other electronic means not less than 30 days before the vote on the amendment(s).
- B. These Bylaws may be amended by vote of not less than two-thirds of the Board of Directors. Notice of proposed amendments must be given to all members of the Board of Directors by mail, email or other electronic means not less than 30 days before the vote on the amendment(s).

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

The Association will indemnify, to the extent permitted by Illinois law, any and all of its directors, officers and members against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they are made parties by reason of being or having been a director, officer or member of the Association. Such indemnification does not apply when such person is adjudged in such action,

suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as may be settled by agreement predicated on the existence of such liability.

**X. Records**

The President, with the approval of the Board of Directors of the Association, will designate a procedure for the retention of those records the Board of Directors designates to be kept as the permanent records of the Association.

**XI. Failure to Pay Dues**

Any member who fails to pay dues for the current year will be dropped from the membership roll but will be reinstated upon payment of dues for the current year. Officers and members of the Board of Directors and committee chairs must be members in good standing of the Association.