

BYLAWS  
of  
THE FOUNDATION OF THE FEDERAL BAR ASSOCIATION

(adopted December 11, 1957)

Article VII, Section 3 amended February 7, 1996

Article VII, Section 4 amended November 6, 1996

Article X, Section 3 amended July 18, 2003

Amended March 28, 2015

ARTICLE I - NAME

The name of this corporation is "The Foundation of the Federal Bar Association." (Act of Congress approved August 24, 1954, P.L. 662, 83rd Congress, Sec. 17; 68 Stat. 800; 36 U.S.C. Sec. 70501-70512).

ARTICLE II - OBJECTS AND PURPOSES

The objects and purposes of the Foundation shall be:

(1) To receive and hold by bequest, device, gift, grant, purchase, lease, or otherwise, either absolutely or jointly with any other person or persons or corporation, for any of the purposes hereinafter set forth, any property, real, personal, or mixed, or any undivided interest therein; to convey, sell, or otherwise dispose of such property, and to invest, reinvest, administer, and deal with the same in such a manner as in the judgment of the directors of the corporation will best promote the purposes of the corporation, but without and free from restriction applicable to trustees or trust funds.

(2) To apply its income, and if the corporation so decides, all or any part of its principal, exclusively to the following educational, charitable, scientific, or literary purposes, or any of them:

(a) To advance the science of jurisprudence;

(b) To uphold high standards for the Federal judiciary and for attorneys representing the Government of the United States;

(c) To promote and improve the administration of justice, including the study of means for the improved handling of the legal business of the several Federal departments and establishments;

(d) To facilitate the cultivation and diffusion of knowledge and understanding of the law and the promotion of the study of the law and the science of jurisprudence and research therein, through the maintenance of a law library, the establishment of seminars, lectures, and studies devoted to the law, and the publications of addresses, essays, treatises, reports and other literary works by students, practitioners, and teachers of the law; and

(e) To provide for the acquisition, preservation and exhibition of rare books and documents, sculptures, paintings and other objects of art and historical interest relating to the law, the courts and the legal profession,

(3) To do any and all things necessary or incident to the accomplishment of the foregoing purposes.

### ARTICLE III - LIMITATIONS

The corporation shall not issue any share of stock, nor declare or pay dividends. No part of the net earnings of the corporation shall inure to the benefit of any member, officer, director, or private individual. None of the activities, funds, property, or income of the corporation shall be used in carrying on any political activity, directly or indirectly, or in attempting to influence legislation. Neither the corporation nor its officers or directors shall, as such, contribute to or otherwise support or assist any political party or candidate for elective public office.

### ARTICLE IV - CORPORATION POWERS

The corporation shall have the following powers:

(a) To sue and be sued, complain and defend in any court of competent jurisdiction.

(b) To adopt, alter, and use a corporate seal.

(c) To choose such officers, managers, and agents as the business of the corporation may require.

(d) To adopt, amend, apply, and administer bylaws, not inconsistent with the laws of the United States of America or any State in which the corporation is to operate, for the management of its property and the regulation of its affairs.

(e) To contract and be contracted with.

(f) To take and hold by lease, gift, purchase, grant, devise, bequest, or otherwise, any property, real or personal, or mixed, necessary for carrying into effect the purposes of the corporation, subject to applicable provisions of law of any State (1) governing the amount or kind of real and personal property which may be held by, or (2) otherwise limiting or controlling the ownership or real and personal property by, a corporation operating in such State.

(g) To transfer, lease, or convey real or personal property.

(h) To borrow money for the purposes of the corporation, and issue bonds or other evidences of indebtedness therefor, and secure the same by mortgage or pledge subject to applicable Federal or State laws.

(i) To do any and all acts necessary and proper to carry out the purposes of the corporation.

## ARTICLE V - MEMBERSHIP, VOTING RIGHT, QUALIFICATIONS

The membership of this corporation consists of the persons who are members of the National Council of the Federal Bar Association for the year concurrent and while they are members of said National Council in good standing, and any such others as the corporation may provide for by bylaw or otherwise. No person who is a member of, or who advocates the principles of, any organization believing in or working for, the overthrow of the United States Government by force or violence, and no person who refused to uphold and defend the Constitution of the United States, shall be privileged to become, or continue to be, a member, directors, or officer of the corporation.

Each member of the corporation may cast one vote on each matter submitted to a vote of the members.

Submission for voting may be accomplished by acclamation or written ballot at a meeting of the National Council of the Federal Bar Association, by ordinary mail, or by electronic means addressed to the last address of record of each member.

## ARTICLE VI - DIRECTORS

Sec. 1. Powers. The governing body of the Foundation is its Board of Directors, consisting of twelve persons elected and subject to removal at any time by a majority vote of the members of the corporation. The Board of Directors may exercise, or provide for the exercise of, the powers of the corporation, and each member may have one vote upon all matters determined. The President of the corporation shall act as chairman of the Board.

Sec. 2. Term. The term of office of the members of the Board is six years. Members are limited to serving two terms. Vacancies shall be filled by a majority vote of the members of the corporation.

Sec. 3. Meetings and Quorum. The Board shall meet at least annually during the fiscal year. Special meetings may be called by the President, or by any five members of the Board, provided written notice is transmitted electronically or mailed not less than five days preceding the date of such meeting. Such notice may be waived. Five members shall constitute a quorum.

Sec. 4. Election Schedule, Procedure, and Requirements.

A. *Eligibility.* To be eligible for nomination to the Board of Directors, an individual must be an FBA member in good standing for at least five years, a Fellow of the Foundation, committed to upholding the mission of the Foundation, and agree to comply with the board policies, including agreement to fulfill an annual financial commitment as set forth by the Board.

B. *Nominations by the Nominations and Elections Committee and Notice of*

- Elections.* The president of the Foundation shall serve as chair of the Nominations and Elections Committee and shall appoint two members of the Board of Directors to the Committee. By May 1 of each year, any individual who desires to be considered by the Committee for a board vacancy and meets the eligibility requirements set forth in these Bylaws, shall submit a letter of intent to the Committee. The Committee may also seek out or consider other qualified members for possible nomination. By June 15 of each year, the Committee shall nominate one or more eligible members in good standing for each of the director seats becoming vacant for the coming term and shall transmit to each member in good standing (1) the notice of upcoming annual elections and of the offices to be filled; (2) the Committee's nominations for those offices; and (3) the manner and time by which nominations of candidates may be made by petition.
- C. *Petitions.* Nominations for the election of directors may also be made upon petition of 10 members of the Foundation. Such nominations must be received by July 15 in election years. Nominees by petition who meet the eligibility requirements set forth in these Bylaws shall be listed on the ballot.
- D. *Election Schedule.* Election to the board of directors shall take place by the National Council at its regular meeting at the annual meeting of the Federal Bar Association. Voting shall be cast by written ballot only if there are more nominees than vacancies on the board. If written ballot is required, the ballot shall indicate how many nominees shall be elected. Votes shall be cast only for those nominees whose names have been placed in nomination by the committee or by petition. Nominees will be voted upon as a group and those nominees receiving the largest number of votes, whether or not a majority of all votes cast, shall be elected.
- E. *Vacancies.* Any vacancy on the board occasioned other than by expiration of term shall be filled by appointment by the board of directors, subject to ratification by members of the corporation, and such successor shall hold office until a successor for the remaining unexpired term may be elected by the members of the corporation at the next annual meeting of the Federal Bar Association.
- F. *Deadlines.* In the event that any deadline herein specified is a Saturday, Sunday, or legal federal holiday, the next succeeding business day shall substitute for that specific deadline.

## ARTICLE VII - OFFICERS

Sec. 1. The officers of the corporation shall be a president, vice president, secretary, treasurer, historian, and such other officers as may be determined by bylaw. They shall be elected by the Board of Directors at the annual meeting to serve for a period of one year.

Sec. 2. Powers and Duties. Subject to the charter, the bylaws and the resolutions of the Board of Directors, the president is the executive officer of the Foundation and may act for it pursuant to authority of the Board of Directors; the president is responsible for the activities of the corporation and may supervise the other officers in the execution of their responsibilities.

The vice president shall assist the president when called upon, act as and for the president

when the president is unable to act, and upon death or resignation of the president, shall become president for the unexpired term.

The secretary is responsible for the records of the Foundation and for minutes of the meetings of its Board of Directors.

The treasurer is responsible for overseeing the accounting of funds of the Foundation, including funds originated from investments, and for ensuring that any independent audit required by law and these Bylaws is secured annually. The treasurer is responsible for the funds to be collected by the corporation and for their disbursement, except that checks may be drawn on the designated depository by any two of the following officers, acting on behalf of the Foundation: the president, the treasurer, and the secretary. The treasurer shall deposit all funds, subject to withdrawal as authorized by the Board of Directors.

The historian maintains a continuous and current record of the organization and activities of the Foundation, with detailed note of its educational and other projects and their accomplishments.

#### ARTICLE VIII - BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of accounts. It shall also keep minutes of the proceedings of its membership and of the board of directors or committees having any of the authority of the board of directors. It shall also keep at its principal office a record giving the names and addresses of its members, directors, and officers. All books and records of the corporation may be inspected by any member or an agent or attorney of the member, for any proper purpose, at any reasonable time.

#### ARTICLE IX - FUNDS AND AUDIT

Sec. 1. Non-liability of and for members; loans. No member or private individual shall be liable for the obligations of the corporation. The corporation shall be liable for the acts of its officers and agents within the scope of their authority.

The corporation shall not make any loans to its officers or members of the Board of Directors. Any officer or director who votes for, assents to, or participates in the making of a loan or advance to an officer or director shall be jointly and severally liable to the corporation for the amount of such loan until its repayment.

Sec. 2. No funds of the corporation may be disbursed nor any obligation be created in the name of the Foundation by any officer or agent, without prior approval of the Board of Directors.

Sec. 3. The Board of Directors shall supervise and direct the investment of the funds of the Foundation and provide for their reinvestment and the collection of interest, dividends, other proceeds and avails.

Sec. 4. Fiscal Year. The fiscal year of the corporation shall be contemporaneous with the

fiscal year of the Federal Bar Association.

Sec. 5. The financial transactions of the corporation shall be audited annually by an independent certified public accountant in accordance with the principles and procedures applicable to commercial corporate transactions. The audit shall be conducted at the place or places where the financial records, reports, files, and all other papers, things, or property belonging to or in use by the corporation and necessary to facilitate the audit are maintained. Such financial records, reports, files, and all other papers, things, or property shall be made available to the person or persons conducting the audit and full facilities for verifying transactions with the balances or securities held by depositors, fiscal agents, and custodians shall be afforded to such person or persons.

#### ARTICLE X - DISSOLUTION

Upon final dissolution or liquidation of the corporation, and after the discharge or satisfaction of all outstanding obligations and liabilities, the remaining assets of the corporation shall be deposited in the Treasury of the United States as a miscellaneous receipt.

#### ARTICLE XI - AMENDMENT

Amendments. These bylaws may be altered, amended or repealed and new bylaws may be adopted at any meeting of the Board of Directors, by two-third vote thereof, provided that notice of the proposed change is given at least thirty (30) days prior to the date of said meeting.