

**FEDERAL BAR ASSOCIATION
CORPORATE AND ASSOCIATION COUNSEL
DIVISION BYLAWS**

ARTICLE I. Name & Establishment

Section 1. The name of this organization is the Corporate and Association Counsel Division (“Division”) of the Federal Bar Association (“Association”).

Section 2. The Division is established by Article VII, Section 5 of the Constitution of the Association, and governed by the Constitution and Bylaws of the Association and these bylaws.

ARTICLE II. Purpose

This Division was established:

- To represent the interest of the membership of the Association who are past or present corporate or association counsel and those with an interest in corporate or business law including outside counsel, government agency attorneys, judges, law professors and law students.
- To stimulate the interest of Division members in the activities of the Association.
- To provide opportunities for dialogue, education, publication, and other substantive benefits through the conducting of programs, meetings, publications, and other communications of interest and value to current and prospective members of the Division.
- To assist the Association and its Chapters in the coordination of activities of interest to Division members.

ARTICLE III. Membership

All members in good standing with the Association who are past or present corporate or association counsel staff are eligible to be members of this Division in the same class of membership as their Association membership. Additionally, any other members in good standing with the Association are eligible to members of this Division in the same class of membership as their Association membership. Only active Division members are eligible to vote on Division matters or to hold office in the Division and to be officers of the Division. Membership dues will be determined annually by the Division Council, subject to approval of the Association’s National Council.

ARTICLE IV. Officers

Section 1. Officers. This Division has the following officers:

- a. Chairperson. The Chairperson is the chief executive officer of the Division. The Chairperson presides at all meetings of the Division’s officers and Division Council. The Chairperson represents the Division at meetings of the Association and the National Council.
- b. Chairperson-Elect. The Chairperson-Elect acts for the Chairperson in the latter’s absence or inability to discharge the duties of office. The Chairperson-Elect assumes the position of Chairperson if the regularly elected Chairperson resigns or is unable to complete the term of office. The Chairperson-Elect performs such other duties as designated by the Chairperson. The Chairperson-Elect automatically succeeds to the office of Chairperson upon the expiration of the incumbent’s term.

c. Vice Chairperson for Chapter Liaison. The Vice Chairperson for Chapter Liaison corresponds with the Association Chapters and Circuit Officers and keeps them informed of the Division's activities. The Vice Chairperson for Chapter Liaison performs such other duties as designated by the Chairperson.

d. Vice Chairperson for Programs. The Vice Chairperson for Programs shall organize programs, seminars, and meetings, and recruit speakers for presentations at said events relating to activities of interest to the Division's members and perform such other duties as are usual for this office, and those duties designated by the Chairperson.

e. Vice Chairperson for Membership. The Vice Chairperson for Membership shall be responsible for developing and implementing initiatives for the retention and recruitment of members for the Division and those duties designated by the Chairperson.

f. Vice Chairpersons for Publications. The Vice Chairperson for Publications shall publish the Division's *Corporate Articles* newsletter, recruit authors of articles for publication in *Corporate Articles* and the Association's *The Federal Lawyer* magazine relating to the Division's activities of interest to the Division's members, and edit any article submitted for publication in *Corporate Articles*. The Vice Chairperson for Publications performs such other duties as designated by the Chairperson.

g. Treasurer. The Treasurer shall, in coordination with the Association's Treasurer and staff, keep records of all moneys received, expended, or committed; consult with the Vice Chairperson of the Division's committees regarding their program budgets; and shall prepare a proposed budget for the Division. The Treasurer performs such other duties as designated by the Chairperson. The Treasurer shall assume the office of Chairperson-Elect upon the Chairperson-Elect becoming Chairperson.

h. Other Officers. The Chair, subject to the consent of the Division Council, may appoint such other officers as deemed necessary and appropriate. Such officers may include a Secretary, Revenue Officer, other Vice Chairpersons, or Liaisons to other Association entities.

Section 2. Terms of Office.

No individual may serve the same Division office for more than two consecutive years except for officers serving on the Publications Committee. Officers shall assume their offices at the beginning of the Association's fiscal year (October 1st) and serve for two years ending September 30th. No individual may serve in more than one office at the same time.

Section 3. Selection of Officers.

Selection of Division Officers. The Division's Vice Chairpersons and Treasurer shall be selected by the Division Council. No person may simultaneously hold more than one of the following offices: Chairperson, Chairperson-Elect and Treasurer.

ARTICLE V. Committees

The Division has the following committees:

a. Publications Committee. The Publications Committee is responsible for developing, overseeing and publishing *Corporate Articles*, and soliciting articles for publication in *The Federal Lawyer*. The Committee may designate its members and/or other members of the Division as the Editorial Board of *Corporate Articles*.

b. Program Committee. The Program Committee is responsible for developing Division programs and meetings of interest and value to Division members, and for the recruitment of speakers for said programs and meetings.

c. Other Committees. The Division Council may establish such other standing or ad-hoc committees as it deems necessary and appropriate.

ARTICLE VI. Division Council

Section 1. Functions of the Division Council. The Division Council is the governing body of the Division. It establishes policies on behalf of the Division, which may not be inconsistent with the policies of the Association. It hears reports on the activities of the Division's officers and committees. The Division Council establishes the Division's budget and approves the expenditure of any funds available to the Division. The Division Council sponsors continuing legal education and other programs and activities. The Division Council also considers and acts upon resolutions and matters of interest to the Division's membership.

Section 2. Membership of the Division Council. The Division Council shall consist of the Division's officers and the immediate past Chairperson of the Division. The Division shall strive to have leaders representing at least three Federal Circuits whenever possible.

Section 3. Meeting of the Division Council.

a. Meeting. The Division council shall meet at least quarterly at the call of the Division's Chairperson. The Division's Chairperson shall give the Division Council members at least 48 hours notice of any meetings.

b. Quorum. One-third of the Division council constitutes a quorum.

c. Rules of Procedure. The Division Council may adopt its own rules of procedure.

Section 4. Public Positions of the Division. Subject to the provision of Article VIII, Section 2 of the Association's Constitution and section 11 of the Federal Association's Bylaws, the Division Council on behalf of the Division, may issue a public report or take a public position on an issue that reflects the views of the members of the Division. However, no report or position may be inconsistent with any existing position of the Association.

ARTICLE VIII. Amendment of Bylaws

These Bylaws may be amended by two third's vote of the members of the Division Council who are present and voting.

As Most Recently Adopted on January 16, 2014.