

THE FEDERAL BAR ASSOCIATION, DAYTON CHAPTER

CHAPTER BYLAWS

ARTICLE I - Name and Nature of Organization

Section 1. The name of this organization is the Federal Bar Association, Dayton Chapter (hereinafter, "Chapter"). The Chapter is chartered by The Federal Bar Association (hereinafter, "Association") as approved by the National Council; as such, the Chapter shall at all times comply with the requirements of the Association Constitution and Bylaws. The Chapter's geographic area is the Dayton, Ohio Metropolitan area and surrounding counties, including Champaign, Clark, Darke, Greene, Logan, Miami, Montgomery, Preble, and Shelby Counties.

Section 2. These bylaws are promulgated pursuant to Article X, Section 2.a of the Association Constitution.

ARTICLE II - Mission Statement and General Objectives

Section 1. Mission Statement: The mission of the Chapter shall be to advance the profession and science of jurisprudence and to promote the welfare, interests, education, and professional growth and development of the members of the Federal legal profession.

Section 2. General Objectives: The general objectives of the Chapter, consistent with those of the Association, not listed in any particular order of priority, include:

- (a) to serve as the representative of the Federal legal profession in the Chapter's chartered territory;
- (b) to promote the sound administration of justice;
- (c) to enhance the professional growth and development of members of the Federal legal profession;
- (d) to enhance the professional growth and development of law students within the Chapter's geographic area;
- (e) to promote high standards of professional competence and ethical conduct in the Federal legal profession;
- (f) to promote the welfare of attorneys and judges serving the Government of the United States;

- (g) to provide meaningful services for the welfare and benefit of the members of the Chapter;
- (h) to provide quality educational programs to the Federal legal profession and the public;
- (i) to keep members informed of developments in their respective fields of interest;
- (j) to keep members informed of the affairs of the Association and Chapter, to encourage their involvement in Association and Chapter activities, and to provide members opportunities to assume leadership roles; and
- (k) to promote professional and collegial interaction among members of the Federal legal profession.

ARTICLE III - Membership and Dues

Section I. Active Membership: Any person who is eligible for and maintains active membership in the Association and who is employed, resides in, has a substantial interest in, or practices law in the Southern District of Ohio, or who designates membership in this Chapter to the Association, shall be a member of the Dayton, Ohio, Chapter, provided the person pays applicable Chapter dues to the extent required by these Bylaws and the National Council of the Association.

Section 2. Honorary Membership: Any person eligible for honorary membership as provided for in Article IV, Section 2 of the Constitution of the Association who is employed, resides in, has a substantial interest in, or practices law in the Southern District of Ohio may be elected to honorary membership in the Association by a majority vote of the Executive Committee present at any regularly called meeting. Honorary members shall be exempt from payment of the admission fees, annual Association dues, and Chapter dues.

Section 3. Application for Membership: Application for membership in this Chapter shall be made on a form approved by the National Council of the Association. Each application must be accompanied by the dues and admission fees required by the Constitution and Bylaws of the Association.

Section 4. Dues: Annual dues owing to the Association plus Chapter dues owing the Dayton, Ohio, Chapter will be paid individually to the Association by each active member upon receipt of a statement.

ARTICLE IV - Fiscal Year

The fiscal year of the Chapter shall commence on October 1th of each year and end on September 30th of the following year.

ARTICLE V - Elected Officers and Board Members

Section 1. Elected Officers: The Elected Officers of the Chapter shall be selected from the membership of this Chapter annually and shall be as follows and in the order named:

1. President/National Delegate
2. President-Elect/National Delegate
3. Vice President
4. Treasurer
5. Secretary

The Elected Officers of the Chapter, together with the Sergeant-at-Arms and the Immediate Past President, shall constitute the Executive Committee of the Chapter.

Each Elected Officer shall assume the duties of office on October 1st and shall hold office for one year, or until a successor shall be duly elected. No member serving in the capacity of President, President-Elect, or Vice President shall be eligible to succeed to that same office in consecutive terms.

Whenever the National Delegate is unable to attend a National Council meeting, the President may temporarily appoint an acting National Delegate to fulfill that obligation.

Section 2. Duties of Officers:

- (a) President: The President shall be the principal officer of this Chapter and shall perform such duties as may be required by the Constitution and Bylaws of the Association and these Bylaws and shall appoint the Sergeant-at-Arms

and standing or special committees established as necessary and appropriate to conduct the Chapter business. The President shall appoint a Chairperson or Chairpersons of the standing Committees consisting of the (1) Membership Committee, (2) Continuing Legal Education Committee, (3) Younger Lawyers Committee, and (4) Publicity Committee and such other *ad hoc* Committees as established by the Board of Directors. Consistent with Association policy, the President shall be a National Delegate and a member of the National Council of the Association and when able shall attend its meetings. The President shall have the right to make ex-officio appointments to the Board of Directors, upon consultation with the President-Elect. The President shall serve as the Executive Committee's liaison to such members of the Chapter as are elected officers of the Association, or have been appointed to serve as a member of any Association Committee, the National Council, or are a chairperson or vice chairperson of any Association Division or Section.

- (b) President-Elect: The President-Elect shall perform such duties as are delegated by the President. In the event of the absence or inability to act of the President, the President-Elect shall perform the duties of the President. The President-Elect shall administer and oversee the election process outlined in Section 4 of this Article. The President-Elect shall automatically succeed to the office of the President upon the expiration of the incumbent's term. In addition, the President-Elect shall serve as one of the Chapter's National Delegates and represent the Chapter at all National Council meetings, and in the absence of the President, at other Association and Chapter meetings. The President-Elect shall serve as the Executive Committee's liaison to the Younger Lawyer Committee and the affiliated student chapter at the University of Dayton School of Law.
- (c) Vice President: The Vice President shall perform the duties of President in the event of the absence or inability of the President and President-Elect to discharge the duties pertaining to that office and shall perform such duties as may be required by the President. The President-Elect shall serve as the Executive Committee's liaison to the Continuing Legal Education Committee.
- (d) Treasurer: The Treasurer shall collect and receive all monies due the Chapter, maintain Chapter deposits in such bank or banks as may be designated by it, make disbursements therefrom only as authorized by two officers of the Chapter or a majority vote of the Board of Directors, and keep the Secretary

informed of the financial standing of each member of this Chapter. The Treasurer shall keep an itemized record of all monies received and disbursed by or to whom paid and for what purpose, and shall submit to the Chapter membership, when requested and at the end of the fiscal year, a report in writing itemizing the receipts and disbursements for the year. The Treasurer shall keep all books, vouchers, and records available for audit and shall perform such other duties as properly pertain to the office. The Treasurer shall serve as the Executive Committee's liaison to the Membership Committee.

(e) Secretary: The Secretary shall furnish notice of election results to the Association and to the Circuit officers, conduct the general correspondence of this Chapter and keep Circuit officers informed, give notice of all meetings as may be required by Articles VI and VIII hereto (including notice to Circuit officers), keep a record of the proceedings of the meetings of this chapter, keep current a roster of the membership of the Chapter to which will be added names of the incumbent Circuit officers, act as parliamentarian, and perform such other duties as properly pertain to the office. The Secretary shall serve as the Executive Committee's liaison to the Publicity Committee.

(f) Sergeant-at-Arms: The Sergeant-at-Arms shall serve as a member of the Chapter Executive Committee and shall otherwise assist the President in the orderly conduct of Chapter events and as a liaison between judges and the Chapter and its committees. The President shall endeavor to appoint a judicial officer or other federal court employee as Sergeant-at-Arms

Section 3. Automatic Succession of President-Elect: For each fiscal year, the office of President shall be filled by the immediate past President-Elect of the Chapter, unless the President-Elect is unwilling to serve as President, or, has been removed from office as provided in Section 6 of this Article.

Section 4. Election Procedure:

(a) Automatic Nomination: Unless otherwise determined by a majority vote of the Board of Directors, the current Vice-President, Treasurer, and Secretary shall be automatically nominated for the offices of President-Elect, Vice-President, and Treasurer, respectively.

- (b) Notice of Elections: By June 1st of each calendar year, notification shall be provided to each member of the Chapter in good standing, by electronic notice and shall include (i) the list of officers/ members nominated for the offices of President-Elect, Vice-President, Treasurer, and Secretary. Chapter members may nominate or self-nominate for any position.
- (c) Nominations: By 5:00 p.m. (EST) on June 25th of each calendar year, all officer nominations, in the form prescribed by the Board of Directors, must be submitted to the Board of Directors. In the absence of contested nominations, all officers will automatically succeed to the next highest officer position.
- (d) Ballots: If there is a contested election, then on July 15th of each calendar year (or the next business day if July 15th falls on a weekend or holiday), a ballot, including the names of all nominated officers and members shall be provided by electronic mail to each Chapter member in good standing. All cast ballots must be received by the Board of Directors, at the electronic address instructed on the ballot, on or before 5:00 p.m., July 30th of each calendar year.
- (e) Election Results: On or before August 1st of each calendar year, two (2) days after voting has ceased pursuant to Subsection (d), above, the Board of Directors shall compute the vote and promptly report as elected the candidate for each office who has received a plurality of the votes.

Section 5. Vacancies: If for any reason, including the automatic succession identified in Section 3 of this Article, either the President-Elect, Vice-President, Treasurer, or Secretary of the Chapter shall be unable to perform the duties of their respective offices, then the Board of Directors may elect by a majority vote other members of the Chapter to these offices who will serve until the election for the succeeding fiscal year.

Section 6. Removal from Office: An officer may be removed from office for delinquency in attendance, inefficiency, neglect of duty, or for other causes only upon three fourths vote of members voting at a Chapter Board of Directors

meeting called for such purpose by the Executive Committee.

ARTICLE VI - Board of Directors

Section 1. Membership: The Board of Directors of the Chapter shall consist of the Executive Committee, the chairpersons of the standing committees, the chairpersons of any *ad hoc* Committees established by the Board of Directors, and the President of the affiliated student chapter at the University of Dayton School of Law or his or her designate. The Board of Directors shall also include at least one federal judicial officer, resident at Dayton, selected by the United States District Judges and Magistrate Judges for the Southern District of Ohio, resident at Dayton.

To the extent not otherwise a member by virtue of the preceding paragraph, the Board of Directors shall also include such members of the Chapter as are elected officers of the Association, or have been appointed to serve as a member of any Association Committee, the National Council, or are a chairperson or vice chairperson of any Association Division or Section.

Section 2. Duties and Powers: The Board of Directors shall have full power and authority to function as the governing body of the Chapter and to undertake and conduct any and all activities that it may consider necessary or expedient in accomplishing the objective of the Chapter set forth in Article II. The Board of Directors shall have full control of the business and financial management of the Chapter. No funds of the Chapter, in excess of five hundred dollars (\$500), shall be obligated or disbursed for any purpose without the prior approval of the Board of Directors. The Board of Directors shall have the authority to appoint special *ad hoc* committees not in conflict with those provided for in Article VII.

Section 3. Meetings: The Board of Directors shall meet monthly, or on call of the President, or on call of any two other members of the Executive Committee. These meetings shall be held in the Southern District of Ohio, with the date, time, and place of such meetings to be fixed by the President and due notice to be given to all members of the Board of Directors.

Section 4. Quorum: Eight (8) members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 5. Executive Committee: The Executive Committee shall be the administrative board of the Chapter and shall have the power and authority between

meetings of the Board of Directors to do and perform all acts and functions which the Board of Directors itself might do or perform, subject in all respects to the authority and discretion of the Board of Directors, and all such acts shall be reported to the Board of Directors at its next meeting. The President of the Chapter shall serve as Chairperson of the Executive Committee. Four (4) members of the Executive Committee shall constitute a quorum.

ARTICLE VII - Committees

Section 1. Chairpersons: The President shall, within thirty (30) days after assuming office, appoint a chairperson for each of the Standing Committees of the Chapter consisting of the (1) Membership Committee, (2) Continuing Legal Education Committee, (3) Younger Lawyers Committee, and (4) Publicity Committee, as well as any other committee(s) that the Board may approve, including but not limited to committees concerning Armed Services/Federal Employee Relations, Criminal Law, and Government Relations. Each Committee shall have an Executive Committee liaison. The President shall also appoint a chairperson of each *ad hoc* committee as established by the Board of Directors. The Chairperson of each Committee, in consultation with the respective Executive Committee liaison for the Committee, shall, in consultation with the Board of Directors, name members of the Chapter to serve on each Committee.

Section 2. Duties of the Membership Committee: The Membership Committee, subject to the approval of the Board of Directors, shall plan and conduct activities to promote membership in the Chapter including but not limited to informing persons about the advantages and opportunities presented by Chapter membership.

Section 3. Duties of the Continuing Legal Education Committee: The Continuing Legal Education Committee, subject to the approval of the Board of Directors, shall plan and conduct continuing legal education programs consistent with the objectives of the Chapter, as provided in Article II.

Section 4. Duties of the Younger Lawyers Committee: The Younger Lawyers Committee, subject to the approval of the Board of Directors, shall plan and conduct activities to encourage membership and participation by younger lawyers in Chapter activities and promote mentorship.

Section 5. Duties of the Publicity Committee: The Publicity Committee, subject to approval of the Board of Directors, shall inform the members of the Chapter and public

about chapter activities and matters of interest through the preparation and distribution of announcements, press releases, and other such communications channels deemed appropriate by the Board of Directors.

ARTICLE VIII - Meetings

Section 1. Meetings: There shall be at least one meeting of the Chapter membership each year at such day, hour, and place as the President may designate within the Southern District of Ohio. Special meetings shall be held as called by the President or on call of a quorum of the Board of Directors at a time and place designated by the calling party.

Section 2. Notice of Meetings: Notice of the time, date, and place of all regular business meetings shall be provided electronically, mailed or otherwise given by the Secretary to each member in good standing at least five days prior to such meeting, unless the nature of the meeting is such that shorter notice cannot be avoided. If a special meeting, the notice shall specify the nature of the business to be presented and no other business shall be conducted.

Section 3. Quorum: Five percent (5%) of the members in good standing shall constitute a quorum for the transaction of the business of this Chapter.

Section 4. Rules of Order: The rules of order shall consist of (in the order stated):

- (a) The Bylaws of the Association and this Chapter;
- (b) Standing Resolutions passed by this Chapter's membership; and
- (c) The most current edition of Robert's Rules of Order, Revised.

ARTICLE IX - Public Position Taken by the Chapter

The Chapter, in the name of the Association, may issue reports, make public announcements, and publicly advocate positions on issues of concern to the Chapter only with prior approval of the Association's National Council. Without such prior approval, the Chapter may take such a public position but the position statement must include a disclaimer that indicates that the position is that of the Chapter only.

ARTICLE X - Method of Meetings, Notice & Voting

Any meeting required or referred to in these bylaws may be conducted by electronic means, including via telephone or video conferencing. Any notice required or referred to in these bylaws may be provided by electronic means, including via electronic mail. Any vote or decision making process required or referred to in these bylaws, including the election procedures outlined in Article V, may be conducted by electronic means, including via electronic mail.

ARTICLE XI- Amendment

These Bylaws may be altered, amended, or repealed and new Bylaws adopted by two-thirds of the members of the Board of Directors of this Chapter if a quorum is present and ten days' prior written notice of the purpose of the meeting has been given to all members or at a special meeting upon those same conditions.

Certified as amended by the majority vote of the members of the Dayton, Ohio Chapter of the Federal Bar Association on October 25th, 2022.



President, Federal Bar Association, Dayton Chapter