

BY-LAWS
GOVERNMENT CONTRACTS SECTION
Federal Bar Association

ARTICLE I. Name and Establishment.

The name of this organization is the Government Contracts Section (hereinafter, "Section") of the Federal Bar Association (hereinafter, "FBA" or "Association"). The Section is established under Article VIII of the Constitution of the Association and is governed by the Constitution and Bylaws of the Association and these bylaws.

ARTICLE II. Purpose.

The purpose of this Section shall be to further the purposes of the Association as stated in its Constitution, specifically: to encourage and provide a forum for the study and exchange of views on subjects of interest to Government Contracts lawyers; to plan and carry out programs, publications and activities related to the field of Government Contracts law; and to monitor and analyze legislation and other developments concerning Government Contracts law and Federal procurement policy and develop public positions with respect thereto.

ARTICLE III. Membership and Dues.

Section 1. Active and Honorary Membership. Any active member of the Association in good standing and any honorary member shall be eligible for membership in the Section. Active members shall be enrolled upon payment of annual Section dues. Honorary members are exempt from payment of annual Section dues.

Section 2. Associates. Any associate of the Association in good standing shall be eligible for associate status with the Section and shall be enrolled as an associate upon the payment of Section dues.

Section 3. Dues. Section dues for active members and associates shall be collected annually and at the same time Association dues are collected. The amount of dues shall be set annual, by the Section Council for the next fiscal year. If the Section Council fails to set dues for an upcoming fiscal year, the amount of dues shall remain the same as set for the preceding fiscal year.

Section 4. Membership Termination. Any active member or associate of the Section whose annual Section dues are more than six months past due shall cease to be a member or associate of the Section.

ARTICLE IV. Officers.

Section 1. Officers. Only active members of the Section are eligible to serve as officers. The officers of the Section shall be the Section Chair, the Chair-Elect, and Secretary/Treasurer. No individual may fill more than one of these positions at any time.

Section 2. Terms. Officers of the Section shall serve a term of one fiscal year. The fiscal year of the Section shall be the same as that of the Association. In no event may an officer serve in the same position for more than three consecutive years.

Section 3. Selection. (A) The Section Chair-Elect shall be selected by a majority vote of the active members of the Section taken at a time and in a manner designated by the Section Council. Such election shall take place not later than the tenth day of the last month of the outgoing Section Chair term. Notice of the election shall be given in writing to active members of the Section not later than thirty (30) days prior to the date of the election. The Section Council shall adopt fair and practicable procedures, consistent with these By-Laws, for the nomination and election of the Section Chair-Elect. (B) The Section Chair shall appoint the two other Section Officers no later than October 31 of each year of his or her term.

Section 4. Officers' Duties. The Section Chair shall be the chief executive officer of the Section and preside at all meetings of the Section and the Section Council. The Section Chair-Elect shall assist the Chair and preside in the absence of the Chair at meetings of the Section and Section Council. The Section Chair shall be responsible for the appointment of Section Officers, Section Leaders, Members at Large of the Section Council, and Chairs of Standing Committees, Special Committees, and Subcommittees, and for the general supervision of the day-to-day activities of the section and its Committees. In the event that the Section Chair is unable to carry out any or all of his or her duties because of absence or other cause, such duties shall be carried out by the Chair-Elect or, if unavailable, his or her designee. The Deputy Chairs of the Section shall perform such duties as may be assigned generally or specifically by the Section Chair. The Secretary/Treasurer shall develop and distribute agendas and reports of all meetings of the Section Council, maintain the official records of the Section, supervise the development of the Section budget and records of Section income and expenditures, and coordinate with other officers, Committee Chairs, and Council members as necessary for the conduct of Section business. Other officers of the Section shall upon assignment by the Section Chair, supervise the monitoring of legislation, publish information regarding the activities of the Section and its Committees, promote Section membership and coordination with Chapter of the Association, and carry out such other responsibilities as the Section Chair may designate. All officers of the Section are responsible to the Section Chair and shall regularly report their activities to him or her. All officers of the Section shall regularly attend Section Council meetings and shall energetically carry out the duties of their officers.

Section 5. Section Leadership. In addition to the Section Officers, the Section Leaders shall include Committee Chairs described in Article VI; four administrative chairs: a Section Membership Chair, a Chapter Contact Chair, a Continuing Legal Education/Programming Chair, and a Communications (Newsletter/Publications) Chair; past Section Chairs; and not more than five (5) Members at Large. An Officer or Section Leader may

fill one or more of the administrative chairs. The term of a Section Leader shall be one fiscal year. The Section Chair shall appoint the Section Leadership and shall strive to appoint Section Leaders from different Federal circuits, whenever possible.

Section 6. Leadership Rotation. The Chair, Chair-Elect, and Secretary/Treasurer shall be selected whenever possible from the Section Leadership. The Chair or Chair-Elect shall have served at least one term as Secretary/Treasurer or as one of administrative Chairs or a Committee Chair. The Secretary/Treasurer shall be selected for appointment from existing Section Leadership. In no event shall the immediate past Section Chair or the Chair serve as the Secretary/Treasurer.

Section 7. Removal of the Chair. The Section Chair shall be subject to removal from office for good cause shown, including knowingly engaging in conduct designed to overthrow the constitutional form of government in the United States, or knowingly assisting in such conduct; disbarment by any State, Federal, or Tribal Court; knowingly assisting in such conduct; disbarment by any Constitution of the Association or its By-Laws; or for neglect of duty or gross dereliction of the responsibilities of Section Chair. Removal of the Chair shall be by majority vote of the active members of the Section upon motion by any member of the Section, which motion must be approved by majority vote of the Section Council.

ARTICLE V. Section Council.

Section 1. Composition. There shall be a Section Council (hereinafter, "Section Council") comprised of the Section Officers and the Section Leaders. The term of Section Council members shall be one fiscal year.

Section 2. Meetings and Functions. The Section Council shall meet at the call of the Section Chair and not less frequently than four (4) times each fiscal year. The Section Council shall be responsible for considering and, where necessary, voting on significant questions of Section policy or structure, including:

- (a) Approving changes in Section dues.
- (b) Approving changes in the Section's Standing Committee structure.
- (c) Approving the annual budget of the Section.
- (d) Adopting procedures for the nomination and election of the Section Chair, as provided in Article IV, Section 3.
- (e) Approving changes in the Section's By-Laws.
- (f) Prescribing general guidelines for the function of Section Committees.
- (g) Adopting general procedures governing the conduct of Section meetings.

ARTICLE VI. Committees.

Section 1. Committee Structure. The Section shall have, effective upon the initial adoption of these By-Laws, Standing Committees authorized to carry out the purposes of the Section as they relate to particular subjects within the field of Government Contract law. The Section Council without the necessity of amending these By-Laws may make changes to the Standing Committee structure of the Section. The Section Chair may establish special Committees and Subcommittees of Standing Committees. Special Committees and Subcommittees so established shall remain in existence for the duration of the Section Chair term unless sooner disestablished by the Section Chair.

Section 2. Selection of Committee Leadership. Each Committee shall have a Chair appointed by the Section Chair, and such other Committee officers as may be appointed in accordance with Section 3 of this Article. The Section Chair shall appoint all Committee Chairs not later than October 31 of each year of his or her term. The Section Chair may fill a Committee Chair vacancy at that time one may occur during the year.

Section 3. Duties of Committee Chairs. Each Committee Chair shall be responsible for recruitment of new Committee members and for ensuring that his or her Committee actively pursues matters within his or her Committee's subject matter. Each Committee Chair shall regularly attend Section Council meetings and report to the Section Council the current and recent activities of his or her committee. Attendance at Section Council meetings shall be either in person or by proxy approved in advance by the Section Chair. Each Committee Chair shall be responsible for the appointment of other Committee officers, subject to the advance approval of the Section Chair.

Section 4. Committee Meetings and Functions. Committees shall convene regular meetings of their active members, and shall carry out their functions in accordance with general guidelines prescribed by the Section Council and the general supervision of the Section Chair. Notices and written reports of Committee meetings may be limited to active Committee members, but Committees shall take all practicable measures to encourage participation in Committee meetings and activities by all Committee members regardless of location.

ARTICLE VII. Meetings.

Section 1. Section Meetings. Meetings of the section shall be at the call of the Section Chair or a two-thirds majority of the Section Council. Meetings of the Section, duly convened and constituted, shall be considered to be meetings of the Section in convention, and any matter reasonably relating to the business of the Section may be discussed and voted upon at each meeting. Notice of any Section meeting shall be given in writing to the entire Section at least thirty (30) days in advance of the meetings, when possible, and shall be accompanied or followed soon thereafter by a written proposed meeting agenda. Except as otherwise provided in these By-Laws or by rules adopted by the Section Council, actions and resolutions of the Section shall be by majority vote of those active members present and voting in person.

Section 2. Section Council Meetings. The Section Council shall meet at the call of the Section Chair. The Section Chair shall give not less than seven (7) days' calendar notice of each regular meeting of the Section Council. Participation in meetings of the Section Council shall be in person or by proxy. Participation by conference telephone shall be considered participation in person and shall be arranged where necessary and practicable. Participation by proxy must be specifically approved in advance by the Section Chair. Except as otherwise specifically provided in these By-Laws, actions of the Section Council shall be by majority vote of the members of the Section Council present in person or by proxy. Where special circumstances make it impracticable to convene a regular meeting of the Section Council for any purpose, the Section Chair may poll the members of the Section Council by telephone, telecopy, mail or such other means of communication as may be appropriate in the circumstances. Any vote of the Section Council taken by such special means must be presented to the Section Council for ratification at its next regular meeting.

Section 3. Rules of Order. The rules of order for all meetings shall consist of the following (in order stated):

- (a) The Constitution and Bylaws of the Association;
- (b) These Bylaws;
- (c) Standing Resolutions passed by the Section's Council; and,
- (d) The current edition of Robert's Rule of Order.

ARTICLE VIII. Financial Management.

By March 15th of each year, the Secretary/Treasurer, with the assistance of the Officers and the Section Leadership, shall submit a proposed Section budget for the coming Fiscal Year to the Association's Section Coordinator. The Section shall develop individual revenue and expense budgets for any Section programs. If the Section obtains outside funding or endorsement support, it will notify the Association for its review and approval. All monies to be received in connection with any such sponsorship or endorsement shall be delivered to the Association for allocation to the Section. The Section shall use the Accounting Department of the Association for the receipt of all revenues and the payment of all expenses. The Section shall provide all contracts to the Executive Director of the Association for review and signature.

All requests for expense reimbursement by a Section Member, Officer, or Section Leader shall be approved by the Section Council, where possible, in advance of the expenditure. Approval shall not be unreasonably withheld or delayed.

ARTICLE IX. Programs.

The Section shall develop and maintain programs and activities of interest to the Government Contracts community. The Section shall use its best efforts to include Continuing Legal Education (CLE) components with each program. In any event, the Section shall sponsor

at least one (1) educational program per Fiscal Year. All Section programs shall be in compliance with all of the Association's policies, specifically Policy Nos. 2-5, 2-6, 6-1, 6-2, 6-3, and 9-2. The Section shall not endorse any organization, product or services not formally affiliated with the Association or accept the endorsement of any such organization without obtaining the prior written approval of the Section Coordinator, in consultation with the Executive Director of the Association.

ARTICLE X. Public Positions.

The Section, in the name of the Association, may issue a public report or take a public position on an issue of concern to the Section only with the prior approval of the National Council. Without such prior approval, the Section may take a public position only if the position statement includes a disclaimer that indicates that the Section is taking the position in the name only of the Section. In any event, if the Section takes such action in its own name and not in that of the Association, the Section shall report that action immediately to the Executive Committee of the National Council. In general, public reports or public positions developed within the Section shall be issued or taken in the name of the Section or, with the necessary prior approval, in the name of the Association. In exceptional circumstances and with the prior approval of the Section Chair, a committee of the Section may issue a public report or take a public position on an issue in its own name if the report or position statement includes a disclaimer that the Committee is taking such action in the name only of the Committee and not in the name of the Section or the Association. Any public positions of the Section or its Committees shall comply with Article VIII Sections, Section 2 of the FBA Constitution and FBA By-Law 10.

ARTICLE XI. Effective Date and Amendment.

Section 1. Effective Date. These Bylaws shall be effective immediately upon approval of the National Council, but may be implemented as an interim measure by unanimous consent of the Section council pending National Council review and approval.

Section 2. Adoption and Amendment. These Bylaws may be adopted or amended at any regular meeting of the Section Council by vote of two-thirds of the Section Council members present in person or by proxy, provided that each Section Council member has been sent a copy of the proposed By-Laws or amendment by regular first-class mail or other more expeditious means at least seven (7) days prior to the meeting. Amendments shall not become effective until approved by the National Council, but may be implemented as an interim measure by unanimous consent of the Section Council pending National Council review and approval.

RATIFIED this ____ day of _____, _____ by the Section Council of the Government Contracts Section.

By:

Section Chair

By:

Chair-Elect