

BY-LAWS
MINNESOTA CHAPTER OF THE
FEDERAL BAR ASSOCIATION

ARTICLE I - NAME AND AUTHORITY

This organization shall be known as the Minnesota Chapter (the “Chapter”) of the Federal Bar Association (the “Association”). The Constitution of the Federal Bar Association (“Constitution”) is hereby adopted and incorporated herein by reference insofar as it may be applicable to the business of this Chapter and shall prevail over these By-Laws in the event of a conflict. The Articles of Incorporation of the organization are incorporated herein by reference.

ARTICLE II - SEAL AND INSIGNIA

The official seal and insignia of the Chapter shall be the seal and insignia of the Federal Bar Association to which shall be added the words, “Minnesota Chapter.”

ARTICLE III - OBJECTIVES

The objectives of the Chapter shall be: to further the objectives of the Federal Bar Association as set forth in Article III of the Constitution; to advance the science of jurisprudence; to promote the administration of justice; to uphold high professional standards for the Federal judiciary, attorneys representing the government of the United States and attorneys appearing before courts, departments, and agencies of the United States; to enhance and promote diversity

and inclusion in the membership and leadership of the Chapter and the legal profession generally; and to encourage cordial and friendly relations among members of the Federal bench and bar in Minnesota. In carrying out these objectives, efforts shall be made to ensure Chapter programs reach the full geographic boundary of the District of Minnesota.

ARTICLE IV - MEMBERSHIP

Section.1. General: Any person who is a member in good standing in the Association pursuant to its Constitution and Bylaws, and who resides, practices law, or is employed as a lawyer, judge, or clerk of courts within the District of Minnesota, is eligible for membership in the Chapter.

Section.2. Honorary Members: The Chapter may elect to honorary membership all judges serving or residing in the District of Minnesota who are eligible for honorary membership in the Association pursuant to its Constitution. Subject to the approval of the Association, the Chapter also may elect to honorary membership other persons by reason of their conspicuous service to the United States Government, to the Association, or to the Chapter.

Section.3. Dues: All members of the Chapter, other than honorary members, are responsible for paying annual dues to the Association to remain members in good standing in the Association. In addition, the Chapter may

authorize the payment of Chapter dues upon a three-fourths majority vote of the members.

Section.4. Voting: Each member shall be entitled to one vote on each matter submitted to a vote of the members.

ARTICLE V - FISCAL YEAR

The fiscal year of the Chapter shall begin September 1 and end August 31 of the following calendar year.

ARTICLE VI - BOARD OF DIRECTORS

Section.1. Number of Directors: The Board of Directors shall consist of not more than 36 Regular Board Members and an unlimited number of Honorary Board Members as nominated by the Nominations and Elections Committee and elected by the Chapter. The elected officers identified in Article VII, Section 1 shall also serve as Regular Board Members and count toward the maximum of 36 Regular Board Members.

Section.2. Qualifications of Regular Board Members: Any members in good standing of the Chapter who are committed to promote the objectives of the Chapter shall be eligible for membership on the Board of Directors.

Section.3. Terms of Directors: Each Regular Board Member shall serve a three-year term beginning September 1. Regular Board Members are eligible for re-election to a second three-year term, provided however, that after serving two

consecutive three-year terms, they must leave the Board for at least one year before serving another term. An elected officer identified in Article VII, Section 1, shall not be disqualified from serving in that elected office notwithstanding the officer's ineligibility to serve as a Regular Board Member pursuant to this Section.

Section.4. Honorary Board Members: Honorary Board Members may include any Judges of the Federal Courts of the United States and the previous four Chapter Presidents who choose to serve a one-year term on the Board. In addition, Honorary Board Members may include: the Clerk of Court for the U.S. Court of Appeals for the Eighth Circuit, or his or her Minnesota designee; the Clerk of Court for the U.S. District Court for the District of Minnesota; the Clerk of Court for the U.S. Bankruptcy Court for the District of Minnesota; the United States Attorney for the District of Minnesota (or his or her designee); and the Federal Defender for the District of Minnesota (or his or her designee). The Nominations and Elections Committee shall consult annually with those qualified to serve as Honorary Board Members before the beginning of the fiscal year to determine the number and identity of the Honorary Board Members who wish to serve for that fiscal year. Honorary Board Members may serve an unlimited number of one-year terms, however, the previous four Chapter presidents may

only serve as Honorary Board Members as long as they are one of the previous four Chapter Presidents.

Section.5. Role of Board: The Board is responsible for overall policy and direction of the Chapter and may delegate responsibility of day-to-day operations of the Chapter to the Officers, standing committees and other committees formed at the direction of the President and confirmed by the Board. Each member of the Board of Directors, including Honorary Board Members, shall have one vote. A quorum of the Board of Directors shall consist of ten voting members present. The Board of Directors may vote on any matters delegated to it by email ballot, provided said email ballot is made available to every Director entitled to vote on the matter and a reasonable deadline is given in which to respond.

Section.6. Board Meetings: The Board shall meet twice annually on dates as determined by the President, and shall meet additionally on call of the President or any two members of the Board of Directors. Board meetings may be held and attended by one or more means of remote communication.

ARTICLE VII - OFFICERS

Section.1. Elected Officers: The Elected Officers of this Chapter shall be as follows:

- a. President
- b. President-Elect

- c. Vice President - Monthly Meetings
- d. Vice President - Continuing Legal Education
- e. Vice President - Special Events
- f. Vice President - Membership
- g. Vice President – Diversity & Inclusion
- h. Secretary
- i. Treasurer
- j. National Council Delegate

All duly elected Officers with the exception of Treasurer shall assume the duties of their office at the beginning of the fiscal year, and shall hold office for one year, or until a successor shall be duly elected and qualified. The office of Treasurer shall be a two-year term.

Section.2. Standing Committees:

a. **Nominations and Elections Committee:** There shall be a Nominations and Elections Committee consisting of seven members, including the previous four Chapter Presidents, the current President, the President-Elect, and the current Vice President-Diversity & Inclusion. The Nominations and Elections Committee shall nominate as candidates persons who are members in good standing for each of the elective offices in Article VII, Section 1. In addition, in order to fill vacancies created by departing Board Members each

year the Nominations and Elections Committee shall nominate persons who are members in good standing for membership on the Board of Directors. The Nominations and Elections Committee, in making nominations will take into account the Objectives of the Chapter. If one of the previous four Chapter Presidents is not serving as a member of the Board of Directors, the President shall appoint a Board Member to serve as a member of the Nominations and Elections Committee in his or her place. Nominations of persons who are members in good standing may also be made from the floor at the May Chapter meeting.

b. Executive Committee: The Executive Committee shall consist of the Elected Officers of the Chapter, plus all committee chairs as appointed by the President.

Section.3. Officers and Director Elections: The election of Officers and new Regular Board Members shall be by vote of the full Chapter at the May Chapter meeting or at any special meeting called for that purpose upon proper notice to the membership. Regular or special Chapter meetings for the election of Officers and new Regular Board Members may be conducted in person or by one or more means of remote communication. The election of Officers and new Regular Board Members may also take place via email ballot, provided said email

ballot is made available to every member entitled to vote on the matter and a reasonable deadline is given in which to respond.

Section.4. Appointments and Committees: The President shall, if deemed necessary, appoint an assistant secretary and assistant treasurer subject to confirmation by the Board of Directors. The President shall make such other appointments as deemed necessary, and may further appoint a Chair and members of any committee deemed necessary to carry out the purpose of the Chapter subject to the approval of the Board of Directors.

Section.5. President and President-Elect Duties: The President shall be the chief executive officer of the Chapter and act as Chair of the Board of Directors. The President-Elect of the Chapter shall be the vice Chair of the Board of Directors and shall act as the Chair of the Board of Directors in the absence of the President. The President and President-Elect shall have such other duties as set forth in these By-Laws and as directed by the Board of Directors.

Section.6. Vice President Duties: The Vice Presidents shall assume such duties as the President may direct and perform such other duties as properly pertain to the office or as may be required in these By-Laws.

Section.7. National Council Delegate: The Chapter's Delegate on the National Council is to be elected by the Chapter membership as provided in Article VII of the Constitution of the Association.

Section.8. Secretary: The Secretary shall keep a record of the proceedings of the Board of Directors, keep a record of the meetings of the Chapter or its committees as required by the President, and maintain and preserve the historical records of proceedings and minutes of the Chapter.

Section.9. Treasurer: The Treasurer shall collect and receive all money due to the Chapter and may, if necessary, deposit the same to the credit of the Chapter in such bank as may be designated by the Board of Directors. The Treasurer shall make disbursements as directed by the President as duly authorized, or make disbursements as authorized and directed by the Board of Directors; collect the dues of the Chapter and report when requested to the Chapter or the Board of Directors with respect to the financial status of the Chapter. The Treasurer shall keep an itemized record of all monies received and all disbursements and shall assume such other duties as directed by the President, the Board of Directors or as may be required by these By-Laws. The Treasurer shall prepare an annual budget at the beginning of the fiscal year, and report to the Chapter on or about the fiscal year-end, as to the status of the Chapter finances.

Section.10. Vacancies: In case of death, resignation or inability to serve for any permanent or temporary reason of any Officer or member of the Board of Directors, other than the President and the President-elect, the vacancy shall be filled through nomination by the President subject to confirmation by the Board of

Directors. In the event of a vacancy in the office of the President or an inability of the President to discharge the duties of the office of the President, the President-Elect shall succeed to that office for the remainder of the term as well as for the following year. In the event of a simultaneous vacancy in both the office of President and President-Elect, said vacancies shall be filled by vote of the Chapter at the next Chapter meeting following such occurrence.

ARTICLE VIII - CHAPTER MEETINGS

Section.1. Regular Meetings: Regular meetings of the Chapter shall be held in September, October, November, December, January, February, March, April and May, unless a meeting is canceled or another date is selected by the President and approved by the Executive Committee. Chapter members shall be notified of such changes. Additional meetings may be called by the President or the Board of Directors as provided by these By-Laws provided due notice is given to the members. All regular or special Chapter meetings may be conducted in person or by one or more means of remote communication. Any votes of the membership that would otherwise take place at a regular or special Chapter meeting, including without limitation votes to amend these By-Laws, may also take place via email ballot, provided said email ballot is made available to every member entitled to vote on the matter and a reasonable deadline is given in which to respond.Section.2. Quorum: Ten members in attendance at a regular meeting of

which notice shall have been given to the members shall constitute a quorum for the transaction of Chapter business.

ARTICLE IX - CHAPTER ORGANIZATION AMENDMENTS

These By-Laws may be amended by a majority of the members present at any regular or special meeting called for that purpose after fourteen (14) days' notice to the members.

ARTICLE X - POLICY POSITIONS

The Board of Directors is authorized to adopt by formal resolution a policy position on matters consistent with the objectives of the Chapter set forth herein, and on matters of general interest to the Chapter or of interest to attorneys employed in the service of the United States within the District of Minnesota. These policy positions may include guidelines to be followed by its National Council Delegate for voting on matters raised by the National Council.

ARTICLE XI - EFFECTIVE DATE

These By-Laws shall be effective July 22, 2020, and shall replace those By-Laws of the Chapter effective June 1, 1990 as amended April 2, 2002, May 12, 2010, January 25, 2012, May 20, 2015, and September 1, 2016.