

**FEDERAL BAR ASSOCIATION
QUI TAM SECTION
RESTATED AND AMENDED BYLAWS**

ARTICLE I: NAME AND ESTABLISHMENT

The name of this organization shall be the Qui Tam Section (hereinafter, "Section") of the Federal Bar Association (hereinafter, "Association"). The Section is established under Article IX of the Association's Constitution, the Association's Bylaws, and these Bylaws.

ARTICLE II: PURPOSE

The purpose of the Section shall be to further the purposes of the Association as stated in its Constitution and, in addition:

1. To educate practitioners in False Claims Act litigation and other whistleblower statutes with *qui tam* provisions by keeping members of the *qui tam* bar informed of developments through the use of publications, educational programs, and other appropriate methods;
2. To promote collegiality and foster communication between all practitioners in the *qui tam* field, including both relator and defense counsel, government attorneys, and the judiciary, and to provide awards and recognition to individuals and organizations that make substantial contributions in the field of *qui tam* law; and
3. To promote the development of sound *qui tam* laws and policies.

ARTICLE III: MEMBERSHIP AND DUES

Section 1. ACTIVE MEMBERSHIP. Any active member of the Association in good standing and any honorary member shall be eligible for active membership in the Section and shall be enrolled as a member upon the payment of the annual Section dues.

Section 2. HONORARY MEMBERSHIP. Any professional member or honorary member of the Association may be made an honorary member of the Section with the approval of the Section's Executive Board (defined below). Honorary members shall be exempt from the payment of Section dues.

Section 3. ASSOCIATES. Associate members of the Association in good standing shall be eligible for Section non-voting membership, but shall not be eligible to hold office in the Section. Associate members shall be enrolled as a Section member upon the payment of the annual section dues.

Section 4. DUES. Section dues for active members shall be collected annually at the same time Association dues are collected.

Section 5. TERMINATION OF MEMBERSHIP. Any active member of Section whose annual dues are more than six months past due shall cease to be a member of the Section.

Reinstatement of membership will occur upon payment.

ARTICLE IV: OFFICERS

Section 1. OFFICERS. The officers of the Section shall be the Chair (hereinafter, the "Chair"), Vice Chair, Secretary, Treasurer and/or such other officers as the Executive Board shall determine.

Section 2. TERMS. All officers of the Section shall serve a two-year term in office, which shall start on the first day of the Association's fiscal year that follows the Section's election.

Section 3. DUTIES OF OFFICERS.

(a) The Chair shall be the chief executive officer of the Section and preside at all meetings of the Section's membership and at meetings of the Executive Board. The Chair shall cause the Association and the Section's membership to be informed of the Section's activities, and shall perform such other functions as usually pertain to the office or as may be designated by the Executive Board.

(b) The Vice Chair shall perform such duties as may be assigned by the Chair, shall maintain a Section membership roster, and shall perform duties as Chair in the event of the Chair's absence.

(c) The Secretary shall issue notices of all meetings of the Section's membership, Advisory Board, and Executive Board, and shall accurately record the minutes of those meetings.

(d) The Treasurer shall prepare and submit an annual budget for the coming fiscal year, and perform functions as requested by the Chair.

Section 4. ELECTION OF OFFICERS. No later than July 1 in an election year the Section membership shall elect officers. The election may be by acclamation or, in the event the matter is contested, by ballot. Each member in good standing shall be entitled to cast one vote for each position subject to election. A majority of the voting members shall be necessary to elect. In the event no candidate receives a majority of the votes cast, there shall be further balloting, dropping the candidate with the lowest number of votes on each ballot when there are more than two candidates. Mail-in, electronic, or email ballots shall be authorized.

Section 5. VACANCIES. In case of the death, resignation, or disability of an officer or a committee chair, the Executive Board shall by majority vote appoint a replacement to serve out the remainder of the person's term.

Section 6. QUALIFICATIONS OF OFFICERS. In order to stand for election as an officer under Article IV, Section 4 above, a candidate must have been a member in good standing of the Section for at least 12 continuous months prior to the date of the election. In order

to stand for election as Chair, a candidate must previously have served the Section as an elected Executive Board member. If no candidates meet these qualifications for a position, the Executive Board may waive this Section 6 requirement for that position at its discretion for the following election year.

ARTICLE V: EXECUTIVE BOARD

Section 1. COMPOSITION. There shall be a Section Executive Board (“Executive Board”) composed of the officers of the Section, and *ex officio* Executive Board members appointed by the Section Chair in the Section Chair’s discretion.

Section 2. POWERS AND FUNCTIONS. The Executive Board shall be vested with the powers and duties necessary for the administration of the activities of the Section consistent with the Constitution and Bylaws of the Association. Among its functions are:

- (a) Recommending changes in Section dues to the Association Board of Directors;
- (b) Establishing and amending these Bylaws and the Section committees;
- (c) Approving the annual budget of the Section;
- (d) Setting the time and place of the annual meeting of the membership of the Section; and
- (e) Approving programs and awards.

Section 3. ADVISORY BOARD. The Executive Board may convene and maintain an Advisory Board, consisting of no more than 36 members in good standing or honorary members to provide advice and feedback on the Executive Board's plans for the Section. The Executive Board shall make reasonable efforts to ensure the Advisory Board consists of a cross-section of practitioners (e.g. counsel for relators, defense, government). Advisory Board members shall serve at the invitation of the Executive Board, each serving a one-year term, which may be renewed without limit at the request of the Executive Board. The Advisory Board is not considered part of the Executive Board and has no powers or duties beyond those identified in this Section 3.

ARTICLE VI: MEETINGS

Section 1. SECTION MEETINGS. Meeting of the Section membership shall be at the call of the Chair. The Section shall have a meeting at each National Convention. There shall be no quorum requirement for Section meetings, and all decisions shall be made by majority vote of the active members present and voting, along with those voting in an absentee process designated by the Executive Board.

Section 2. EXECUTIVE BOARD MEETINGS. The Executive Board shall meet at the call of the Chair at least four times per year to carry out its administrative duties and functions. The quorum for the Executive Board shall be three Executive Board members, which shall include the Chair.

Section 3. NOTICE. The Chair or Secretary shall give at least 14 days' notice of all meetings of the Section and at least 3 days' notice of all meetings of the Executive Board.

Section 4. ORDER. The Chair, or in the Chair's absence the Vice Chair, is empowered to and shall maintain good order in all meetings, in a reasonable, courteous, and practical manner. The rules of order for all meetings shall consist of (in the order stated): (a) the Constitution and Bylaws of the Association; (b) these Bylaws; (c) Standing Resolutions passed by the Section Executive Board; and (d) the current edition of Robert's Rule of Order.

Section 5. METHODS OF MEETING. Meetings may be held through any combination of the following means and methods: face-to-face; electronic; telephonic; video-conference, radio broadcast; video broadcast; or webcast.

ARTICLE VII: COMMITTEES

Section 1. STANDING COMMITTEES. The Section shall include standing committees, including but not limited to the following: (a) Membership Committee; (b) Programming Committee; (c) Education Committee. The Membership Committee shall coordinate membership recruitment and recommend membership policies to the Executive Board. The Programming Committee shall plan and coordinate all seminars, conferences or other Section programming. The Education Committee shall plan and coordinate any Section newsletters, journals, web content, or other Section publications.

Section 2. AD HOC COMMITTEES. The Section shall have such Ad Hoc Committees as shall be designated by the Chair. Their membership and leadership shall be appointed by the Chair.

Section 3. SELECTION OF COMMITTEE LEADERSHIP AND MEMBERS. The Executive Board shall select members of each committee, with the advice and approval of the Section Chair. Committee leadership and membership positions are not an office of the Section. Committee membership is not limited to Advisory Board Members, but their participation shall be solicited prior to filling open positions from Section members. The Section Chair, or a Section member of the Section Chair's designation, shall serve as chair of the Programming Committee. The Section Vice Chair, or a Section member of the Section Chair's designation, shall serve as chair of the Membership Committee, and the Section Secretary, or a Section member of the Section Chair's designation, shall serve as chair of the Education Committee.

Section 4. TERMS. All committee members, officers and chairs will serve a term coterminous with that of the Section Chair.

ARTICLE VIII: PUBLIC POSITIONS

The Section – in the name of the Association – may issue reports, make public announcements, and publicly advocate positions on issues of concern to the Section only with the prior approval of

the Association's Board of Directors. Without such prior approval, the Section may take a public position that generally reflects the views of the Section members only if the position statement includes a disclaimer that indicates that the Section is taking the position in the name only of the Section. 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 Association's Board of Directors. A committee of the Section may not issue a public report or take a public position on an issue either in its own name or on behalf of the Section. All proposals for public reports or positions shall be submitted to the Executive Board for approval.

ARTICLE IX: BYLAWS

Section 1. EFFECTIVE DATE. These Bylaws shall be effective immediately upon approval of the Association's Board of Directors.

Section 2. AMENDMENT. These Bylaws may be amended at any regular meeting of the Executive Board by vote of three-fourths of the Executive Board members present and voting, provided that each Executive Board member shall be given at least 14 days' notice of the meeting and the proposed amendment(s). The amendment shall not become effective until approved by the Association's Board of Directors.