

**BYLAWS OF THE  
SOUTHERN DISTRICT OF ILLINOIS CHAPTER  
OF THE FEDERAL BAR ASSOCIATION**

**Adopted on August 24, 2017**

**ARTICLE I. Name and Nature of Organization**

The name of this organization is the Southern District of Illinois Chapter of the Federal Bar Association (hereinafter, "Chapter"). The Chapter is chartered by the Federal Bar Association (hereinafter, "Association") as approved by the Board of Directors (hereinafter, "the Board"), and thus the Chapter shall at all times comply with the requirements of the Association's Constitution and Bylaws. The Chapter's geographic area encompasses those counties included within the federal judicial district for the Southern District of Illinois.

**ARTICLE II. Mission Statement and General Objectives**

Section 1. Mission Statement.

The mission of the Chapter shall be to advance the science of jurisprudence and to promote the welfare, interests, education, and the 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 promote high standards of professional competence and ethical conduct in the Federal legal profession;
- E. to promote the welfare of attorneys and judges employed by the Government of the United States;
- F. to provide meaningful services for the welfare and benefit of the members of the Chapter;

- G. to provide quality educational programs to the Federal legal profession and the public;
- H. to keep members informed of developments in their respective fields of interest;
- I. to keep members informed of the affairs of the Association and Chapter, to encourage their involvement in their activities, and to provide members opportunities to assume leadership roles; and
- J. to promote professional and social interaction among members of the Federal legal profession.

### **ARTICLE III. Membership and Dues**

#### Section 1. Active Membership.

Any person who:

- is eligible for and maintains active membership in the Association; and
- is admitted to the practice of law before the United States District Court for the Southern District of Illinois; and
- is employed, resides in or practices within the Southern District of Illinois, or who designates membership in this Chapter to the Association; and
- who pays applicable Chapter dues,

shall be an Active Member of the Chapter.

#### Section 2. Honorary Membership.

The Chapter Board may grant an honorary membership in the Chapter to any person eligible for honorary membership under the Constitution of the Association and who is employed, resides in, or practices in the Southern District of Illinois. Honorary members shall be exempt from payment of the admission fees and annual Association and Chapter dues.

#### Section 3. Application for Membership.

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

Section 4. Associates.

Any person who is eligible for and maintains active Associate status in the Association and (a) is employed, resides in, or practices in the Southern District of Illinois; or (b) designates Associate status in this Chapter to the Association shall be an Associate of this Chapter, provided the person pays applicable Chapter dues.

Section 5. Dues.

Unless exempt, upon receipt of a statement, members of the Southern District of Illinois Chapter shall pay to the National Association any dues owed to the National Association.

**ARTICLE IV. Fiscal Year**

The fiscal year of this Chapter shall coincide with the fiscal year set forth in the National Association Constitution, which begins on October 1 and ends on September 30 of the following year.

**ARTICLE V. Board of Directors**

Section 1. Authority of Board.

The Board shall have full power and authority to function as the governing body of the Chapter and to undertake and conduct any and all activities which it considers necessary or expedient in accomplishing the objectives of the Chapter.

Section 2. Membership.

A. The Chapter's Board shall include the following:

- a. the Chapter's elected Officers and immediate past President;
- b. eight Directors to be elected by the membership;
- c. the member appointed by the President pursuant to Article VII, Section 4, to Chair the Young Lawyers Committee (if formed); and
- d. Honorary Board Members, if any, appointed by the Board.

B. Eligibility.

- a. Officers and Directors. Any Member in good standing of the Chapter is eligible to serve as a Director or Officer.
- b. Honorary Board Members. Individuals who are members of the federal judiciary, and members who have completed at least two two-year terms as a regular Board member, who have maintained membership under Sections 1 of Article III, and

whose presence and contribution have enriched the Chapter, shall be eligible for Honorary Board Membership. Honorary Board Members shall have all of the rights and privileges of Board membership, including the right to vote at Board meetings.

Section 3. Election and Terms.

- A. Elected Directors shall be nominated and elected as provided in Article VIII. Four Directors shall be elected each year to serve a two-year term. Additional Directors may be appointed by the Executive Committee when necessary to fill and complete the unexpired term of a Director who has died or resigned.
- B. Honorary Board Members shall be elected by the Board for a one-year term from candidates nominated by the Nominating Committee.
- C. Directors appointed by the President shall serve a one-year term concluding at the Annual Meeting of the year in which they were appointed to serve.

Section 4. Duties of Directors.

A Director shall attend at least a majority of the meetings of the Board during each year of the Director's term of office.

Section 5. Meetings.

The Board shall meet at the call of the President or any three Board Members. No business shall be transacted at any meeting of the Board unless reasonable advance notice of the time and place of the meeting has been sent to all Board Members.

Section 6. Decisions of the Board.

Eight Board Members shall constitute a quorum for the transaction of business, so long as at least two of them are Officers. Except where otherwise expressly provided in these Bylaws, all decisions of the Board will be decided by a simple majority vote of the Board Members in attendance. In the President's discretion, proxy votes and electronic votes may also be accepted.

Section 7. Removal from office.

The President, with the approval of the Board, may remove a Director from office for neglect of duty, including but not limited to repeated failure to attend Board meetings and Chapter events, or for other cause set forth in the National Association Constitution regarding the expulsion of members.

## ARTICLE VI. Officers

### Section 1. Elected Officers.

The Officers shall be elected from the membership of this Chapter and shall be as follows and in the order named:

- A. President
- B. First Vice President
- C. Second Vice President
- D. Secretary
- E. Treasurer

Each Officer elected shall assume the duties of office on October 1 and shall hold office for two years, or until a successor shall be duly elected. The outgoing President shall remain a member of the Executive Committee for a period of two years following the expiration of the term as President.

### Section 2. Duties of Officers.

#### A. President.

The President shall be the chief executive officer of this Chapter and shall perform the duties as may be required by the Constitution and Bylaws of the Association and these Bylaws. With the consent of the Executive Committee, the President may create or dissolve Standing or Special Committees as necessary and appropriate to the business of the Chapter or to complement the Association committee structure. The President shall appoint the chairs of all committees.

#### B. First Vice President.

The First Vice President shall perform any duties delegated by the President. In the event of the absence or inability to act of the President, the First Vice President shall perform the duties of the President. The First Vice President shall automatically succeed to the office of the President upon the expiration of the President's term.

#### C. Second Vice President.

The Second Vice President shall perform the duties of the President in the event of the absence or inability of the President and First Vice President to discharge the duties pertaining to that office, and shall perform the duties as may be required by the President. The Second Vice President shall automatically succeed to the office of the First Vice President upon the expiration of the First Vice President's term.

D. Secretary.

The Secretary shall furnish notice of election results to the Association, conduct the general correspondence, give notice of all meetings as may be required, keep a record of the proceedings of the Chapter's meetings, keep a roster of the Chapter's membership, and perform any other duties that properly pertain to the office.

E. Treasurer.

1. The Treasurer shall collect and receive all monies due to the Chapter and maintain Chapter deposits in the bank designated by the Board.
2. The Treasurer shall have authority to pay expenses or invoices that relate to Chapter business that do not exceed \$500. The Treasurer shall obtain the President's written approval, which may be electronically provided, before paying expenses or invoices that exceed \$500.
3. The Treasurer shall keep the Secretary informed of the financial standing of each member of the Chapter and notify all members on or before the first day of October of their Chapter dues (if any) for the upcoming year.
4. The Treasurer shall keep an itemized record of all receipts and disbursements with sufficient information to identify the payor and the dates and purpose of each receipt and disbursement.
5. The Treasurer shall present at each Board meeting a detailed summary reflecting the Chapter's receipts, disbursements, and funds available. At the end of each fiscal year, the Treasurer shall make available to the Chapter membership a detailed summary reflecting all receipts and disbursements for the year, as well as a running balance to show the funds then available.
6. The Treasurer shall keep all books, vouchers, and records available for audit, shall cause to be filed all tax returns required by law, and shall perform other duties that properly pertain to the office or that may be required by these Bylaws.

Section 5. Removal From Office.

Upon the motion of at least three Board Members, an elected Officer may be recommended for removal from office for delinquency in attendance, inefficiency, neglect of duty, or for other causes described in the National Association Constitution for expulsion of a member. Before a vote is held, the Officer recommended for removal shall be provided reasonable notice and an opportunity to be heard. No Officer shall be removed from office except upon the approval of three-fourths of all other Board Members.

Section 6. Vacancies of Office.

In case of death, resignation, or removal of the President, the First Vice President shall succeed to that office. In cases of death, resignation, or removal of any other Officer, the Board shall fill the vacancy by a majority vote. The Board shall have authority to advance the Officers in positions inferior to the vacant position to the next superior position and to fill the resulting vacancy in the Treasurer position by a majority vote.

**ARTICLE VII. Committees**

Section 1. Permanent Committees.

- A. Executive Committee. The Executive Committee shall be composed of the Chapter's President, First Vice President, Second Vice President, Secretary, Treasurer, and immediate past President. The Executive Committee shall meet on the call of the President or any two of its members. A quorum shall consist of any four Executive Committee members. The Executive Committee may perform Chapter business, not requiring a vote of the membership, as shall be in the best interests of the Association and the Chapter.
- B. Nominating Committee. The Nominating Committee shall be composed of the Executive Committee plus two elected directors appointed by the President.

Section 2. Standing Committees.

Committees created as Standing Committees shall be listed on the Appendix to these Bylaws. Standing Committees shall remain in existence unless and until dissolved pursuant to these Bylaws. When a Standing Committee is created or dissolved, the Secretary shall prepare an Amended Appendix and affix it to these Bylaws, with the outdated version.

Section 3. Special Committees.

Committees created by the President as Special Committees pursuant to these Bylaws shall be of limited duration and shall remain in existence until (1) they are dissolved pursuant to these Bylaws, (2) their stated objective is achieved, or (3) until the end of the term of the President that created the Special Committee, whichever is earlier. The Secretary shall keep a record of all Special Committees, including the beginning and end date of each.

Section 4. Committee Chairs and Members.

As set forth in these Bylaws, the President shall appoint the chair of each committee. The President shall serve as an *ex officio* member of all Standing and Special Committees. Any Member of the Chapter who meets a committee's membership requirement may join a committee, but only Board members may chair a committee, unless the Board otherwise consents. Qualifying Chapter members may be appointed to a committee by the President or by the committee's chairperson.

## **ARTICLE VIII. Nominations and Elections**

The Nominating Committee shall announce the open Officer and Director positions to the entire membership at least 60 days before the Annual Meeting. Any member who is interested in serving as an Officer or Director shall notify the Nominating Committee in writing within 30 days of that announcement. The Nominating Committee shall present a slate of proposed Officers and Directors at the Annual Meeting, and the President shall call for a voice vote on the full slate of nominees from all members present at the Annual Meeting. If the slate is approved, the nominees shall commence their term of office on October 1 of that year and shall hold office for two years ending on September 30 of the second year of the term. If the slate is not approved, the election will proceed by secret ballot, and write-in candidates will be counted. The candidate receiving the most votes will be elected to the position.

## **ARTICLE IX. Meetings of Members of the Southern District of Illinois Chapter**

### Section 1. Annual Meetings.

There shall be an Annual Meeting of the Chapter at the time and place as the President, with approval of the Board, may direct. The Annual Meeting shall be held for the purpose of election by acclamation of non-contested candidates for Board and Officer positions, receiving the results of the contested elections, announcing the elected candidates, and transacting other business as may be recommended by the Board or as may be required by these Bylaws. Notice of the time, date, and place of the Chapter's Annual Meeting shall be electronically mailed or otherwise given by the Secretary to each Chapter member in good standing at least 60 days prior to the meeting.

### Section 2. Special Meetings.

Special meetings shall be held as called by the President subject to the approval of the Board, at a time and place designated by the Board.

### Section 3. Voting.

Members shall be entitled to one vote on each matter submitted to a vote of the members.

### Section 4. Rules of Order.

The rules of order shall consist of (in the order stated):

- A. the Constitution and Bylaws of the Association and this Chapter;
- B. Standing Resolutions passed by this Chapter's membership; and
- C. The most current available edition of Robert's Rules of Order, Revised.

**ARTICLE X. Expulsion**

The Board may expel for cause any member of the Chapter in the same manner as described in the National Association Constitution.

**ARTICLE XI. 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 Board of Directors. Without prior approval, the Chapter may take a public position, but the position statement must include a disclaimer that indicates that the position is that of the Chapter only. In any event, when the Chapter takes action in its own name and not in that of the Association, the Chapter shall report that action immediately to the Executive Committee of the National Board of Directors.

**ARTICLE XII. Amendment**

These Bylaws may be altered or amended by a three-fourths majority vote of the Board. If the Board approves, these Bylaws may also be altered, amended, or replaced with new Bylaws by a two-thirds majority vote of the members of this Chapter present at the Annual Meeting or a special meeting.

**ARTICLE XIII. General**

Writings or written approval required under these Bylaws may be provided by electronic mail.

**CERTIFIED** as duly adopted on August 24, 2017, in East St. Louis, Illinois.

  
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**NATHAN D. STUMP**  
Secretary

**ATTESTED:**

  
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**HON. NANCY J. ROSENSTENGEL**  
President

  
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**GEORGIANN OLIVER**  
Chairperson, Bylaws Committee