



**Federal Bar Association  
National Council Meeting**

**Midyear Meeting 2020**

Saturday, March 21, 2020 at 1:00 p.m.  
Virtual Meeting



# Federal Bar Association

## National Council Meeting Agenda

Saturday, March 21, 2020

1:00 pm EDT

Virtual Meeting

- |   |         |                    |
|---|---------|--------------------|
| 1. Call to Order  | 1:00 pm | Christian K. Adams |
| 2. Consent Agenda (Tab A)   | 1:10 pm | Christian K. Adams |
| • Approval of the Minutes (Sept. 7, 2019)   |         |                    |
| • Treasurer's Report  |         |                    |
| • ABA Delegate's Report   |         |                    |
| • Federal Bar Building Corporation's Report   |         |                    |
| 3. Report from the President (Tab B)  | 1:20 pm | Christian K. Adams |
| • Midyear Update  |         |                    |
| • Actions of the Board of Directors   |         |                    |
| • Nominations and Elections Committee Report  |         |                    |
| 4. Report from the Executive Director   | 1:35 pm | Stacy King         |
| 5. Reports  |         |                    |
| • Report from the President of the Foundation (Tab C)                                       | 1:50 pm | Juanita Sales Lee  |
| • Report from the Chair of the Government Relations Committee (Tab D)                       | 2:00 pm | Rachel Rose        |
| • Report from the Chair of the Constitution, Bylaws Rules and Resolutions Committee (Tab E) | 2:10 pm | Warren Burke       |
| • Report from the Chair of the Membership Committee   | 2:25 pm | Jonathan Hafen     |
| 6. Unfinished Business  | 2:40 pm | Christian K. Adams |
| • 2020 Convention—Charleston  |         |                    |
| 7. New Business   | 2:50 pm | Christian K. Adams |
| 8. Adjournment  | 3:00 pm | Christian K. Adams |

# TAB A

## Consent Agenda



# Federal Bar Association

## National Council Meeting Minutes

Saturday, September 7, 2019

9:30 am EDT

Hilton Tampa Downtown, Tampa, FL

### CALL TO ORDER

President Maria Vathis called the meeting to order at 9:43 am ET with a quorum present.

### APPROVAL OF THE CONSENT AGENDA

President Vathis reported that the first item under new business was withdrawn. There were no objections to adopting the agenda as distributed with this change for today's meeting. The minutes from the March 23, 2019 meeting were approved as distributed.

### REPORT OF THE PRESIDENT

President Vathis reported that it has been an honor to serve as president for the last fiscal year and thanked Anh Kremer, Katherine Gonzalez, Stacy King and staff, the Board of Directors, Circuit Vice President's and Committee and Task force members and chairs.

President Vathis reported on the actions of the Board of Directors since the last meeting of the National Council:

### May 2, 2019

- Approved Policy 1-16: Judiciary Ex Officio Board Director

### June 21, 2019

- Approved Policy 2-8: Reserves
- Approved Policy 2-9: Investments and Special Purpose Funds
- Adopted the Investment Policy Statement
- Approved the FY2020 Issues Agenda
- Approved the amended Transportation and Transportation Security Law Section Bylaws
- Approved the amended Veterans and Military Law Section Bylaws
- Approved the amended Younger Lawyers Division Bylaws
- Approved the rounding to 0 or 5 of the automatic dues adjustment based on the CPI increase of the last three years for the following dues categories (see Bylaw 4b):

Member Type	Dues
Member Private Sector 0-5 years	\$ 115
Member Private Sector 06-10 years	\$ 180
Member Private Sector 11 years or more	\$ 225
Member Public Sector 0-5 years	\$ 90
Member Public Sector 06-10 years	\$ 155
Member Public Sector 11 years or more	\$ 185
Retired Member	\$ 115
Sustaining Member Private Sector 0-5 years	\$ 180
Sustaining Member Private Sector 06-10 years	\$ 250
Sustaining Member Private Sector 11 years or more	\$ 300
Sustaining Member Public Sector 0-5 years	\$ 160

<b>Member Type</b>	<b>Dues</b>
Sustaining Member Public Sector 06-10 years	\$ 225
Sustaining Member Public Sector 11 years or more	\$ 260
Sustaining Retired Member	\$ 180
Sustaining Honorary Member	\$ 65
Sustaining Congressional Honorary Member	\$ 65
Foreign Associate	\$ 225

**September 5, 2019 Meeting**

- Approved the Securities Law Section’s \$15,000 sponsorship of the Columbia University Law School’s Annual Securities Law Conference
- Approved a Transition and Continuity Plan
- Approved the 2020-2022 Strategic Plan
- Approved the FY2020 Budget
- Approved Policy 3-2: Health and Wellness
- Approved the Pro Se Handbook
- Adopted the ABA’s Commission on Disability Rights, “Disability and Diversity in the Legal Profession: A Pledge for Change”
- Approved the recommendation of the Diversity and Inclusion Task Force to create a Standing Committee on Diversity and Inclusion
- Approved the National Convention Committee’s recommendation of Kansas and Western District of Missouri Chapter as host chapter for the 2023 FBA Annual Meeting and Convention
- Approved the election of Court of Appeals for Veterans Claims Judges for Honorary Membership

*Report from the Nominations and Elections Committee*

President Vathis gave the report of Nominations and Elections Committee. The following individuals were elected to terms beginning Oct. 1, 2019:

**Officers**

President-elect..... W. West Allen  
Treasurer..... Anh Le Kremer

**Directors**

Group 1..... Jeanette M. Bazis  
Group 2.....Hon. Mimi E. Tsankov (personal capacity)  
Group 3..... Christine Companion Varnado  
Group 4..... John (Joey) Bowers

**ABA Delegate** ..... Ashley L. Belleau

**Vice Presidents for the Circuits**

1st Circuit..... Oreste R. Ramos  
2nd Circuit ..... Olivera Medenica  
3rd Circuit..... Christian T. Haugsby  
4th Circuit ..... Kacy L. Hunt  
5th Circuit ..... Paul D. Barkhurst  
6th Circuit .....Donna J. Mikel  
7th Circuit ..... Kevin G. Desharnais  
8th Circuit ..... David A. Goodwin  
9th Circuit ..... Darrel J. Gardner  
10th Circuit..... Hon. Suzanne Mitchell  
11th Circuit..... Oliver Alan Ruiz  
D.C. Circuit..... Patricia D. Ryan

### *Final Remarks and President's Awards*

President Vathis presented the President's Award to the following individuals in recognition of their extraordinary service and steadfast commitment to the Federal Bar Association: Olivera Medenica and Hon. Mimi E. Tsankov. The following individuals were also awarded with president's awards but were not present: Sheri H. Mecklenburg, Katherine González-Valentín, and Glen R. McMurry.

### **REPORT OF THE TREASURER**

Mr. Allen presented the treasurer's report which included the financial update as of July 31, 2019. There were no questions resulting from Mr. Allen's report.

### **REPORT FROM THE EXECUTIVE DIRECTOR**

Ms. King recognized the Tampa Bay Chapter and thanked them for their hospitality and helping navigate the tracking and possible travel issues related to Hurricane Dorian. Ms. King gave an overview of the 3-year strategic plan adopted by the board of directors at the September 5, 2019 meeting. Ms. King announced that Bruce Moyer, FBA Government Relations Counsel, will be retiring in 2 years (by October 2021). The recruitment, training and marketing of Government relations activities is included in the strategic plan.

Ms. King provided an overview of the events planned for the Centennial Celebration in March 2020 and reviewed the Centennial Campaign fund. Ms. King noted that sponsorships were available and challenged the National Council attendees to ask their firms to sponsor. Ms. King demonstrated the new eWeb functionality and noted that this will be launched prior to October 2019. Ms. King reported that we will be shifting to an October renewal date for all members by October 2020. Several questions were posed regarding website functionality, which were answered by Ms. King.

### **REPORT FROM THE PRESIDENT-ELECT**

Mr. Adams thanked President Vathis for her service as President and presented her with an award of appreciation.

### **REPORT FROM THE GOVERNMENT RELATIONS COMMITTEE**

Chair Rachel Rose presented the Government Relations Committee report noting the key areas of focus and various accomplishments that were achieved by the committee this year. Ms. Rose presented the video produced by Capitol Hill Day attendee Jason Blanchard of Georgia which highlights a day in the life of a Capitol Hill Day participant from the March 2019 Capitol Hill day. There were no questions regarding Ms. Rose's report.

### **REPORT FROM THE FOUNDATION OF THE FBA**

Foundation President Henry Quillian reported on the Foundation's activities and programs for the last year. President Quillian recognized the Foundation Board of Directors. There were no questions posed regarding the foundation's report.

### *Foundation Board of Directors Election*

President Quillian reported that the Foundation's Nominations and Elections Committee met to nominate individuals to fill three vacancies on the Foundation Board for FY2020. Each director elected shall be for a six (6)-year term beginning on October 1, 2019. The following nominees were selected: Ashley L. Belleau, Donna Phillips Currault, and Juanita Sales Lee. President Maria Vathis noted that nominations were closed and asked if there were any objections to elect Ashley L. Belleau, Donna Phillips Currault, and Juanita Sales Lee as Directors of the Foundation of the Federal Bar Association. Without objection, the nominees were elected to the Foundation Board of Directors.

### **REPORT FROM THE FEDERAL BAR BUILDING CORPORATION**

Without objection, the report for the Federal Bar Building Corporation was taken out of order. President Joyce Kitchens gave the report of the Federal Bar Building Corporation (FBBC). No questions resulted from Ms. Kitchen's report.

### *FBBC Board of Directors Nominations*

Ms. Kitchens reported that the FBBC's Nominations and Elections Committee nominated Vildan Teske and Dennis Clark to fill two vacancies on the Board for FY2020, each for a term of three years. One petition was submitted by Mr. Kip Bollin. Ballots were distributed prior to the meeting to all voting members of the National Council. Ms. Teske and Mr. Bollin each addressed the Council. Ms. Kitchens addressed the Council on behalf of Mr. Clark in his absence. A ten-minute recess was granted to count the ballots for the election. Upon calling the meeting to order after the recess, President Vathis announced that the ballots were counted and verified, and that Ms. Teske and Mr. Bollin received the largest number of votes and have been elected as directors to the FBBC Board of Directors for a three-year term beginning October 1, 2019.

### **REPORT FROM THE MEMBERSHIP COMMITTEE**

Chair Jonathan Hafen reported on the goals and accomplishments of the Membership Committee over the past year. Mr. Hafen presented FBA milestone pins to those that were in attendance that had been continuous FBA members for 15, 20, 25 and 30 years. There were no questions resulting from Mr. Hafen's report.

### **NEW BUSINESS**

#### *2023 Annual Convention Host Chapter*

President Vathis announced that the 2023 Convention would be hosted by the Kansas and Western District of Missouri Chapter and take place in Kansas City.

#### *2020 Convention in Charleston, SC*

Ms. Christie Varnado and Ms. Stephanie Ramia reported on the 2020 Annual Convention in Charleston, SC. Mr. Robert Mueller was selected as the winner of the raffle provided by the South Carolina Chapter.

### **Recognition Awards**

Mr. Ernest Bartol recognized the following Circuit Vice Presidents for their service: Marc W. Taubenfeld, Vice President for the Fifth Circuit; Daniel C. Hedlund, Vice President for the Eighth Circuit; Chris M. Stephens, Vice President for the Tenth Circuit; Brett A. Barfield, Vice President for the Eleventh Circuit; Steven R. Miller, Vice President for the District of Columbia Circuit.

President Maria Vathis recognized the chairs of the committees and task forces.

### **National Officers Swearing In**

The swearing in of the FY2020 National Officers was taken out of order. Judge Ruben Castillo gave the oath of office to the National Officers for FY2020 year.

### **PRESIDENT'S FINAL REMARKS AND ADJOURNMENT**

Without objection, President Vathis adjourned the meeting at 12:59 pm ET.

Respectfully submitted,

Stacy King  
Executive Director

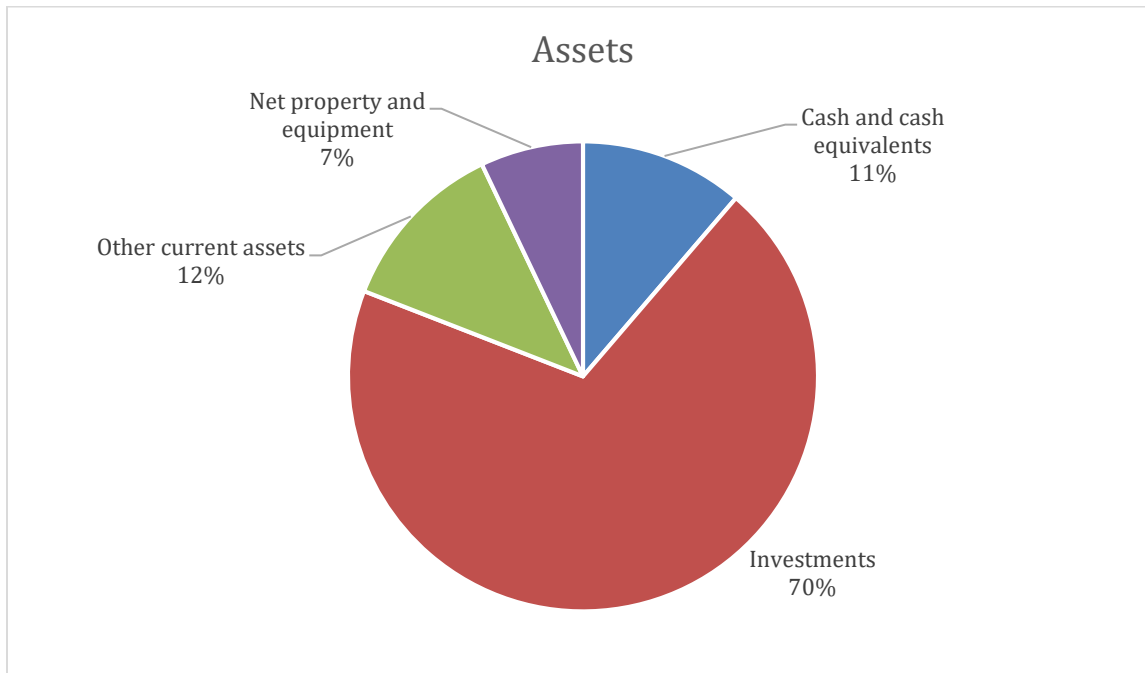


# Federal Bar Association

## Executive Summary of the Financial Statements as of September 30, 2019

### Statement of Financial Position

The FBA's September 2019 assets decreased 11% when compared to the previous year. Cash and cash equivalents are down by approximately \$255,000 compared to last year. This variance is mainly due to a decrease in membership revenue and an increase in web development expenses. September 2019 investments are down by about \$371,400 compared to last year. This variance is mainly due to transfers for operational costs and changes in market investment performance. Account receivables are up by \$86,800 compared to last year. This variance is mainly due to webinar receivables and invoices for conference sponsorships. Prepaid expenses are up by \$22,800 compared to last year. The variance is mainly due to FY2020 conference deposits and expenses. The FBA's September 2019 total assets are valued at \$3.2 million. The following chart presents how the assets are divided up.

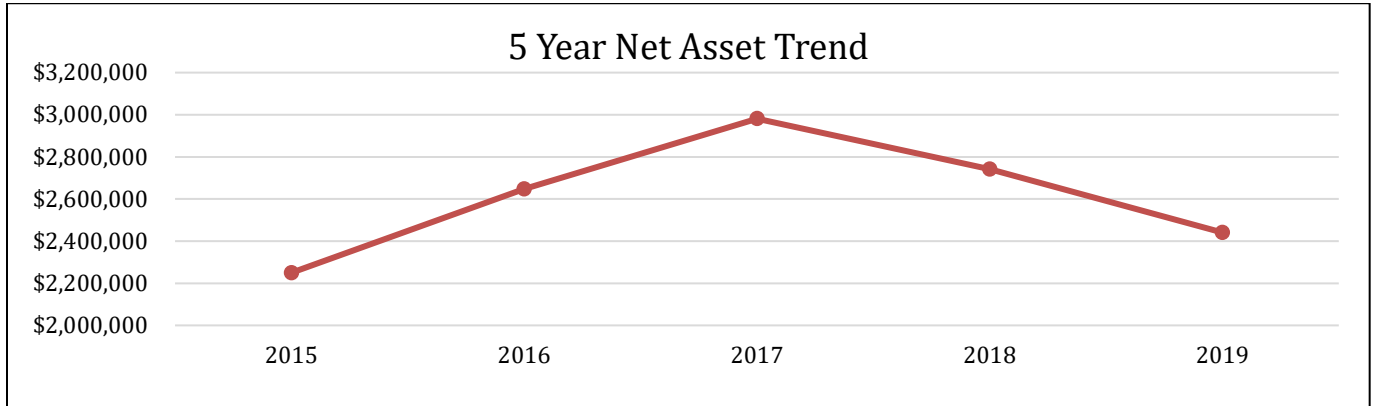


The FBA's September 2019 total liabilities are down by \$87,500 when compared to the previous year. This variance is mainly due to timing difference of cash disbursements and the intercompany transfer.

The FBA's September 2019 net assets are down by \$301,600 when compared to last year. This variance is mainly due to decreases in membership receipts, transfers from investments, and releases of board-designated assets. September 2019 net assets are

approximately 12 months of operating expenses. In general, 3 to 6 months is recommended in the association industry.

As reflected in the following chart, the slight decline net asset position is the result of conference expenditures and decline in membership.

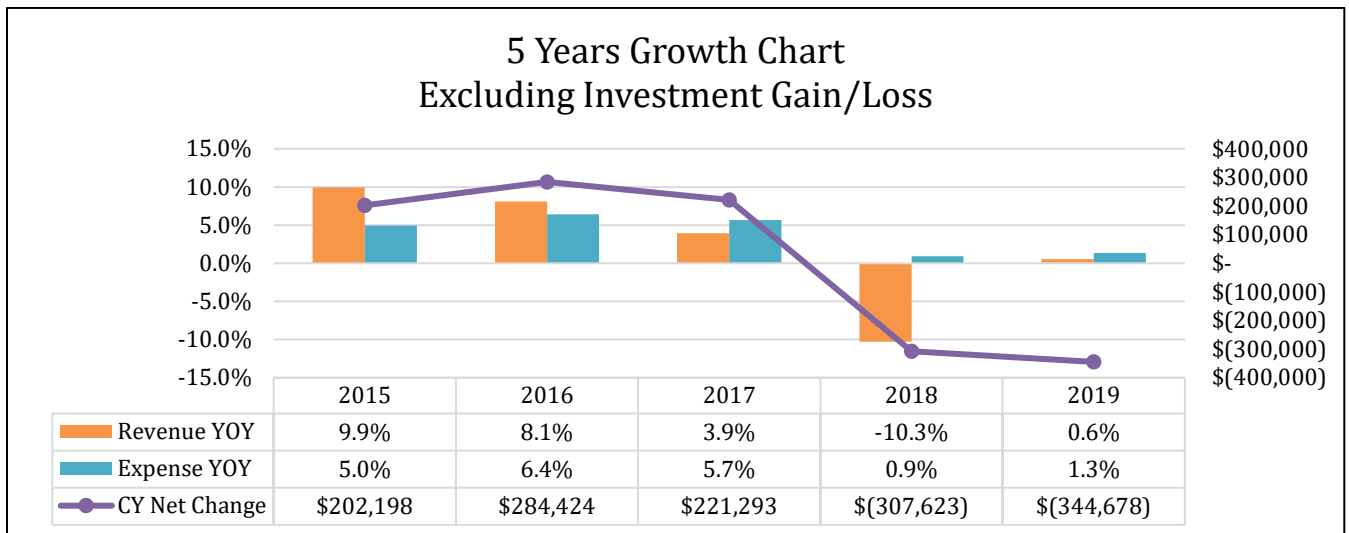


**Statement of Activities**

Total support and revenue came in at 88% of budget in FY2019, while total expenses came in at 95% of budget. The resulting change in net assets of \$344,600 is primarily due to declines in membership and conference revenue.

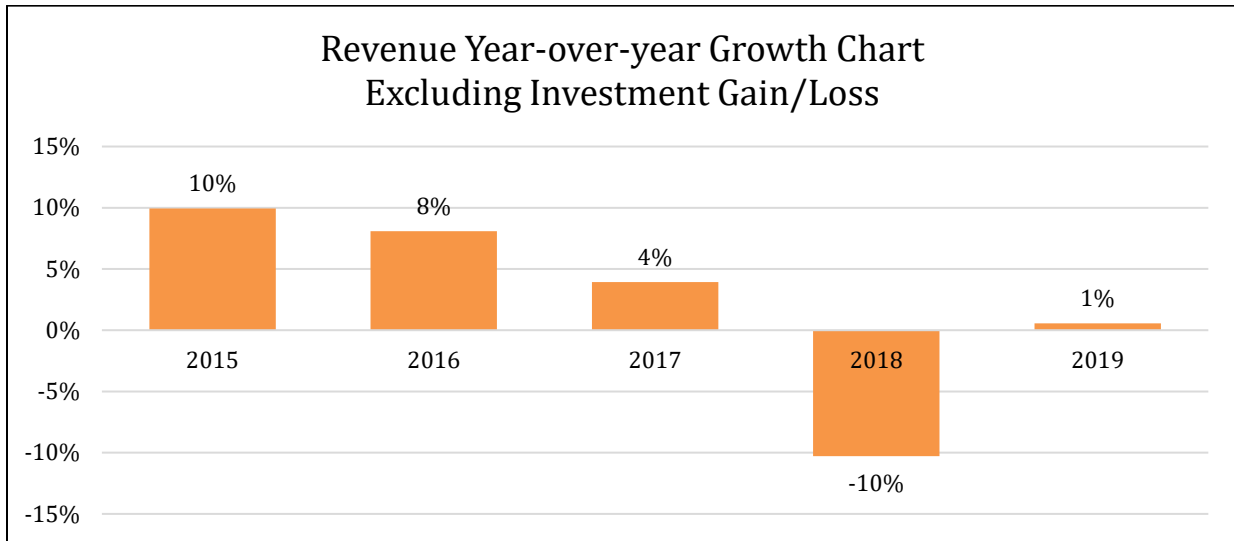
**Historical Trends**

The following charts present historical trends of revenues and expenses exclusive of investment activities.

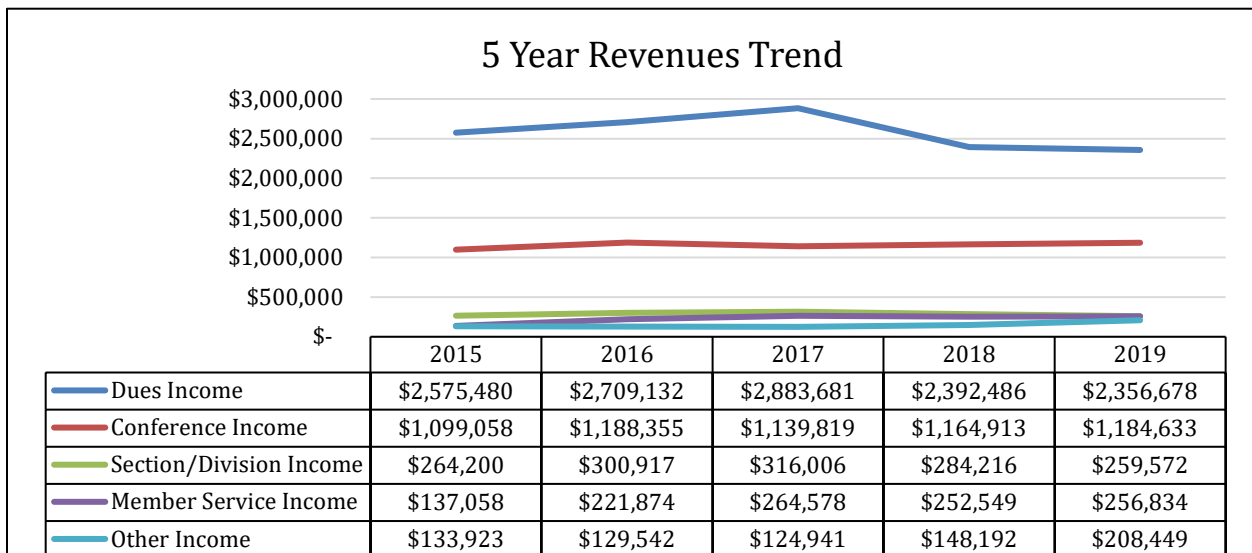


The FBA’s revenue growth slightly increased when compared to last year. Expenses were also slightly higher when compared to last year. As reflected on the first chart, the FBA previously experienced good financial performance but saw a decline in 2018 that continues in 2019. As FBA continues the work on membership retention and conference activity, the organization should experience positive growth.

As reflected below revenues have grown a total of 12% from FY2015 through FY2019.



The following chart reflects this growth in revenue by source.



Federal Bar Association  
Statement of Financial Position  
As of September 30, 2019

	September 30, 2019	September 30, 2018
<b>Assets</b>		
Current Assets		
Cash and cash equivalents	\$ 362,015	\$ 616,933
Investments	2,234,164	2,605,583
Accounts Receivable	217,365	130,558
Inventory	13,627	15,621
Prepaid expenses	154,210	131,362
Total Current Assets	2,981,381	3,500,057
Other Assets		
Furniture and fixtures	198,607	198,607
Computer equipment and software	775,273	593,292
Total Property and Equipment before Acc Depr	973,880	791,899
Accumulated Depreciation	(746,655)	(694,166)
Net Property and Equipment	227,225	97,733
<b>Total Assets</b>	<b>\$ 3,208,606</b>	<b>\$ 3,597,790</b>
<b>Liabilities &amp; Net Assets</b>		
Liabilities		
Current Liabilities		
Accounts Payable	\$ 550,921	\$ 610,262
Accrued annual leave	27,939	28,154
Due to/Due from Affiliates	1,062	12,835
Equipment Lease Liability	19,409	31,477
Deferred Revenue	95,070	101,935
Deferred Convention	21,430	12,710
Other	51,273	58,096
Total Current Liabilities	767,104	855,469
Total Liabilities	767,104	855,469
Net Assets		
Without Donor Restriction		
Unrestricted Net Assets	1,335,507	1,564,117
Board Designated		
Chapter Assistance	14,704	25,455
Sections & Divisions	690,230	740,039
BOD Desig Operational Reserve	350,000	350,000
Capital Expenditures Reserve	51,061	51,060
Future Activity Reserve	0	11,650
Total Board Designated	1,105,995	1,178,204
Total Without Donor Restriction	2,441,502	2,742,322
Total Net Assets	2,441,502	2,742,322
<b>Total Liabilities &amp; Net Assets</b>	<b>\$ 3,208,606</b>	<b>\$ 3,597,790</b>

These financial statements were prepared by Tate & Tryon, CPAs. The statements were not subject to an audit, or other assurance services. Management has elected to omit the statement of cash flows and substantially all required disclosures.

Federal Bar Association  
Statement of Activities  
For the Twelve Months Ended September 30, 2019

	Year To Date 09/30/2019	Prior Year To Date 09/30/2018	Year Ending 09/30/2019 Budget	% of Budget
Support and Revenue				
National Dues	\$ 1,800,742	\$ 1,784,657	\$ 2,175,000	83 %
Sustaining Dues	555,936	607,829	705,000	79 %
Section/Division Dues	174,667	183,970	215,000	81 %
Conferences	1,134,633	1,114,913	1,300,000	87 %
Co-sponsored Conferences	50,000	50,000	50,000	100 %
Section/Division Activities	82,230	87,426	65,000	127 %
Administrative and other revenues (Schedule I)	467,958	413,561	381,288	123 %
In-Kind Contribution Revenue	390,075	390,075	390,075	100 %
Total Support and Revenue	<u>4,656,241</u>	<u>4,632,431</u>	<u>5,281,363</u>	<u>88 %</u>
Expenses				
(8) Activity Expenses (Schedule II)	2,715,460	2,740,696	2,895,788	94 %
(9) General and overhead expenses (Schedule III)	2,284,654	2,199,358	2,385,575	96 %
Total Expenses	<u>5,000,114</u>	<u>4,940,054</u>	<u>5,281,363</u>	<u>95 %</u>
Change in Net Assets before Other Income (Expenses)	<u>(343,873)</u>	<u>(307,623)</u>	<u>0</u>	<u>0 %</u>
Other Income (Expense)				
Unrealized Gain/(Loss) on Investments	43,283	(1,767)		
Realized Gain/ (Loss) on Investments	(230)	70,746		
Total Other Income (Expense)	<u>43,053</u>	<u>68,979</u>		
Total Change in Net Assets	<u>(300,820)</u>	<u>(238,644)</u>		
Net Assets, Beginning of Period	<u>2,742,322</u>	<u>2,980,966</u>		
Net Assets, End of Period	<u>\$ 2,441,502</u>	<u>\$ 2,742,322</u>		

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Federal Bar Association  
**SCHEDULE OF ADMINISTRATIVE AND OTHER REVENUES**  
 Schedule I  
 For the Twelve Months Ended September 30, 2019

	Year To Date 09/30/2019 <u>Actual</u>	Prior Year To Date 09/30/2018 <u>Actual</u>	Year Ending 09/30/2019 <u>Budget</u>	<u>% of Budget</u>
Administrative and other revenues (Schedule I)				
Administrative Fees (FBBC)	\$ 28,000	\$ 21,000	\$ 28,000	100 %
Administrative Fees (FFBA)	55,000	29,300	55,000	100 %
Administrative Fees (Sections & Divisions)	83,788	85,912	83,788	100 %
Interest/Investment Income	70,949	55,608	0	0 %
FBA Need an Attorney	2,675	12,820	15,000	18 %
The Federal Lawyer & Publications	14,474	23,075	15,000	96 %
Royalty Income	575	2,457	3,000	19 %
Job Board	4,307	4,995	5,000	86 %
Webinars	167,777	164,975	165,000	102 %
List Sales	5,269	1,662	1,500	351 %
Miscellaneous Income	35,144	11,757	10,000	351 %
<b>Total Administrative and other revenues</b>	<b>\$ 467,958</b>	<b>\$ 413,561</b>	<b>\$ 381,288</b>	<b>123 %</b>

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Federal Bar Association  
**SCHEDULE OF ACTIVITY EXPENSES**  
 Schedule II  
 For the Twelve Months Ended September 30, 2019

	Year To Date 09/30/2019	Prior Year To Date 09/30/2018	Year Ending 09/30/2019 Budget	% of Budget
(8) Activity Expenses (Schedule II)				
Administrative Expenses				
President & BOD	\$ 231,033	\$ 179,211	\$ 225,000	103 %
National Council	19,155	7,219	20,000	96 %
Circuit Vice Presidents	30,580	24,321	50,000	61 %
NC Appointees	5,248	9,387	7,500	70 %
Past Presidents	6,455	7,687	8,000	81 %
Gov. Committees & Board	1,152	1,939	1,000	115 %
National Elections	951	4,284	12,000	8 %
Government Relations	115,213	100,786	112,500	102 %
Chapter Delegate	30,702	24,271	42,888	72 %
Chapter Leadership Training	29,521	75,390	104,000	28 %
Chapter Activity Fund	18,550	10,750	20,000	93 %
Chapter Rebates	420,528	458,299	518,400	81 %
Chapter Services	8,767	14,870	12,500	70 %
Membership Services	73,760	87,402	90,000	82 %
Membership Programs	4,140	7,914	12,500	33 %
The Federal Lawyer & Publications	214,569	259,369	190,000	113 %
FBA Conferences	1,153,066	1,072,948	1,082,000	107 %
Membership Marketing	14,929	10,241	12,500	119 %
Meetings Marketing	5,447	8,480	12,500	44 %
Webinar CLE Fees	7,550	11,805	15,000	50 %
Subtotal Administrative Expenses	<u>2,391,316</u>	<u>2,376,573</u>	<u>2,548,288</u>	<u>94 %</u>
Section & Division				
Section and Divisions	273,273	315,754	280,000	98 %
FBA Funded Divisions	44,011	45,337	57,500	77 %
Section Council	6,055	3,032	5,000	121 %
Section Activity Fund	805	0	5,000	16 %
Total Section & Division	<u>324,144</u>	<u>364,123</u>	<u>347,500</u>	<u>93 %</u>
(8) Activity Expenses (Schedule II)	<u>\$ 2,715,460</u>	<u>\$ 2,740,696</u>	<u>\$ 2,895,788</u>	<u>94 %</u>

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Federal Bar Association  
**SCHEDULE OF ADMINISTRATIVE EXPENSES**  
**Schedule III**  
**For the Twelve Months Ended September 30, 2019**

	Year To Date 09/30/2019	Prior Year To Date 09/30/2018	Year Ending 09/30/2019 Budget	% of Budget
(9) General and overhead expenses (Schedule III)				
Salaries	\$ 968,609	\$ 959,162	\$ 1,060,000	91 %
Payroll taxes	79,104	78,942	85,000	93 %
Employee Insurance	72,232	81,539	95,000	76 %
Employee Retirement	35,609	33,956	36,500	98 %
Employee Training	7,871	9,089	12,750	62 %
Dues and subscriptions	3,878	3,712	5,000	78 %
Rent	450,075	450,075	450,075	100 %
Insurance	15,384	14,454	19,000	81 %
Leased Equipment	17,500	17,643	20,000	87 %
Repairs and maintenance	793	738	1,000	79 %
Computer/Internet Services	105,306	130,857	100,000	105 %
Depreciation-Furniture & Fixtures	1,241	3,314	1,250	99 %
Depreciation-Computer Equipment	51,249	52,624	85,000	60 %
Personal property taxes	4,463	4,694	5,000	89 %
Professional fees	20,611	17,771	18,000	115 %
Other Office Expense	46,251	50,896	60,000	77 %
Management Travel	8,560	4,432	10,000	86 %
Telephone	26,487	24,357	25,000	106 %
Supplies	5,290	9,929	7,500	71 %
Postage	2,820	1,509	2,500	113 %
Outsourced Services	340,921	242,805	275,000	124 %
Miscellaneous Expense	20,401	6,860	12,000	170 %
(9) General and overhead expenses (Schedule III)	<u>\$ 2,284,654</u>	<u>\$ 2,199,358</u>	<u>\$ 2,385,575</u>	<u>96 %</u>

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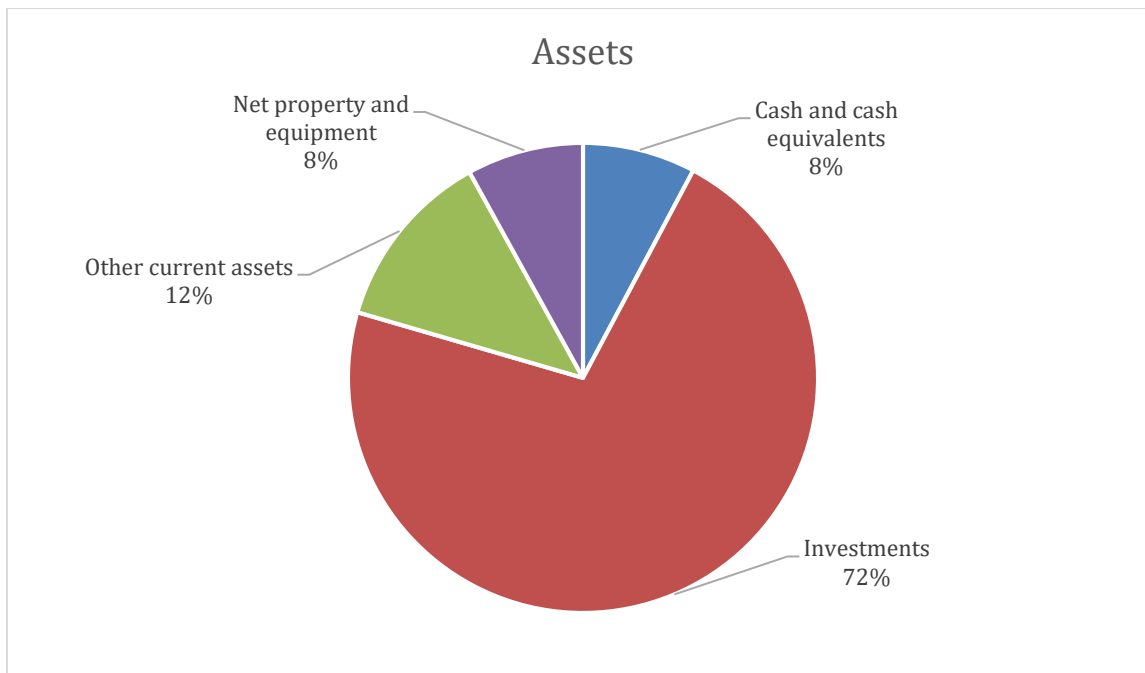


# Federal Bar Association

## Executive Summary of the Financial Statements as of December 31, 2019

### Statement of Financial Position

The FBA's December 2019 assets increased 1% when compared to the previous year. Cash and cash equivalents are down by \$9,100 compared to last year. This variance is mainly due to timing differences with cash disbursements. December 2019 investments are down by approximately \$275,000 compared to last year. This variance is due to transfers for operational costs and capital expenses and changes in market performance. Account receivables are up by approximately \$95,000 compared to last year. This variance is mainly due to webinar receivables and invoices for conference sponsorships. Prepaid expenses are up by \$78,000 compared to last year. The variance is mainly due to expenses paid in advance for conferences and outsourced services. The FBA's December 2019 total assets are valued at \$3 million. The following chart presents how the assets are divided up.



FBA's December 2019 total liabilities are up by approximately \$42,000 when compared to the previous year. This variance is mainly due to increases in revenue for conferences and membership that have yet to occur.

The FBA's December 2019 net assets are down by \$6,900 when compared to last year. December 2019 net assets are approximately 12 months of operating expenses. In general, 3 to 6 months is recommended in the association industry.

**Statement of Activities**

Three months into the fiscal year, typically the percentage of budget utilized to date should hover around 25%.

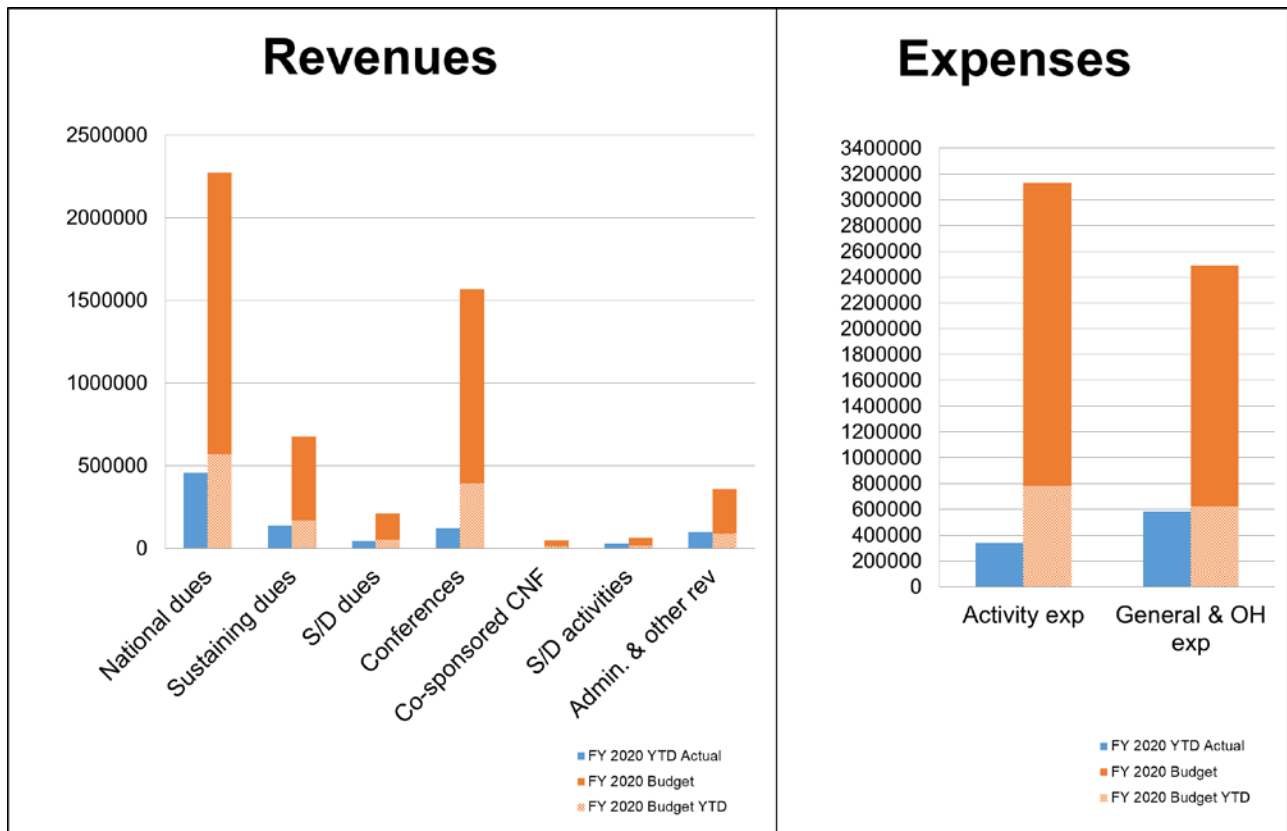
Currently the FBA's total revenue is at 18% of budget. This is mostly due to the timing differences with the collection of membership dues and conference revenue.

A couple of revenues that are trending around or above the YTD budget are as follows:

1. Section/division activities
2. The Federal Lawyer & Publications
3. List Sales

Overall activity expenses are at 11% of budget mainly due to timing differences for section, webinar, and conference expenses.

Administrative expenses are 23% of budget mainly due to timing differences.



Federal Bar Association  
Statement of Financial Position  
As of December 31, 2019

	December 31, 2019	December 31, 2018
<b>Assets</b>		
Current Assets		
Cash and cash equivalents	\$ 237,367	\$ 246,481
Investments	2,189,328	2,463,345
Accounts Receivable	168,965	73,777
Inventory	13,503	15,582
Prepaid expenses	197,987	119,979
Total Current Assets	2,807,150	2,919,164
Other Assets		
Furniture and fixtures	198,607	198,607
Computer equipment and software	803,497	605,892
Total Property and Equipment before Acc Depr	1,002,104	804,499
Accumulated Depreciation	(757,157)	(706,468)
Net Property and Equipment	244,947	98,031
<b>Total Assets</b>	<b>\$ 3,052,097</b>	<b>\$ 3,017,195</b>
<b>Liabilities &amp; Net Assets</b>		
Liabilities		
Current Liabilities		
Accounts Payable	\$ 174,928	\$ 166,677
Accrued annual leave	27,609	35,439
Due to/Due from Affiliates	14,118	12,323
Equipment Lease Liability	16,244	28,547
Deferred Revenue	126,847	105,770
Deferred Convention	35,650	12,000
Other	61,164	54,004
Total Current Liabilities	456,560	414,760
Total Liabilities	456,560	414,760
Net Assets		
Without Donor Restriction		
Unrestricted Net Assets	1,489,542	1,424,231
Board Designated		
Chapter Assistance	14,705	25,454
Sections & Divisions	690,230	740,039
BOD Desig Operational Reserve	350,000	350,000
Capital Expenditures Reserve	51,060	51,061
Future Activity Reserve	0	11,650
Total Board Designated	1,105,995	1,178,204
Total Without Donor Restriction	2,595,537	2,602,435
Total Net Assets	2,595,537	2,602,435
<b>Total Liabilities &amp; Net Assets</b>	<b>\$ 3,052,097</b>	<b>\$ 3,017,195</b>

These financial statements were prepared by RSM US LLP. The statements were not subject to an audit, or other assurance services. Management has elected to omit the statement of cash flows and substantially all required disclosures.

**Federal Bar Association**  
**Statement of Activities**  
For the Three Months Ended December 31, 2019

	Year To Date 12/31/2019	Prior Year To Date 12/31/2018	Year Ending 09/30/2020 Budget	% of Budget
<b>Support and Revenue</b>				
National Dues	\$ 456,547	\$ 496,022	\$ 2,275,000	20 %
Sustaining Dues	137,846	167,106	675,000	20 %
Section/Division Dues	42,735	48,295	210,000	20 %
Conferences	123,291	88,395	1,565,000	8 %
Co-sponsored Conferences	0	0	50,000	0 %
Section/Division Activities	28,505	44,315	65,000	44 %
Administrative and other revenues (Schedule I)	96,992	70,226	359,500	27 %
In-Kind Contribution Revenue	112,519	97,519	450,075	25 %
<b>Total Support and Revenue</b>	<u>998,435</u>	<u>1,011,878</u>	<u>5,649,575</u>	<u>18 %</u>
<b>Expenses</b>				
(8) Activity Expenses (Schedule II)	341,485	429,437	3,131,000	11 %
(9) General and overhead expenses (Schedule III)	582,275	580,091	2,493,575	23 %
<b>Total Expenses</b>	<u>923,760</u>	<u>1,009,528</u>	<u>5,624,575</u>	<u>16 %</u>
<b>Change in Net Assets before Other Income (Expenses)</b>	<u>74,675</u>	<u>2,350</u>	<u>25,000</u>	<u>299 %</u>
<b>Other Income (Expense)</b>				
Interest/Investment Income	27,645	27,250	0	0 %
Investment Fees	(2,661)	(2,548)	0	0 %
Realized Gain/ (Loss) on Investments	42,686	0	0	0 %
Unrealized Gain/(Loss) on Investments	12,495	(166,939)	0	0 %
<b>Total Other Income (Expense)</b>	<u>80,165</u>	<u>(142,237)</u>	<u>0</u>	<u>0 %</u>
<b>Total Change in Net Assets</b>	<u>\$ 154,840</u>	<u>\$ (139,887)</u>	<u>\$ 25,000</u>	<u>619 %</u>
<b>Net Assets, Beginning of Period</b>	<u>2,440,697</u>	<u>2,742,322</u>		
<b>Net Assets, End of Period</b>	<u>\$ 2,595,537</u>	<u>\$ 2,602,435</u>		

These financial statements were prepared by RSM US LLP. The statements were not subject to an audit, or other assurance services. Management has elected to omit the statement of cash flows and substantially all required disclosures.

Federal Bar Association  
**SCHEDULE OF ADMINISTRATIVE AND OTHER REVENUES**  
**Schedule I**  
**For the Three Months Ended December 31, 2019**

	Year To Date 12/31/2019 <small>Actual</small>	Prior Year To Date 12/31/2018 <small>Actual</small>	Year Ending 09/30/2020 <small>Budget</small>	<small>% of Budget</small>
Administrative and other revenues (Schedule I)				
Administrative Fees (FBBC)	\$ 7,000	\$ 7,000	\$ 28,000	25 %
Administrative Fees (FFBA)	13,750	13,750	55,000	25 %
Administrative Fees (Sections & Divisions)	39,502	41,894	78,500	50 %
FBA Need an Attorney	75	1,700	0	0 %
The Federal Lawyer & Publications	5,856	2,935	10,000	59 %
Royalty Income	70	93	2,000	3 %
Job Board	721	416	4,500	16 %
Webinars	26,107	0	165,000	16 %
List Sales	3,614	378	6,500	56 %
Miscellaneous Income	297	2,060	10,000	3 %
<b>Total Administrative and other revenues (Schedule I)</b>	<b>\$ 96,992</b>	<b>\$ 70,226</b>	<b>\$ 359,500</b>	<b>27 %</b>

These financial statements were prepared by RSM US LLP. The statements were not subject to an audit, or other assurance services. Management has elected to omit the statement of cash flows and substantially all required disclosures.

Federal Bar Association  
**SCHEDULE OF ACTIVITY EXPENSES**  
**Schedule II**  
For the Three Months Ended December 31, 2019

	Year To Date 12/31/2019	Prior Year To Date 12/31/2018	Year Ending 09/30/2020 Budget	% of Budget
<b>(8) Activity Expenses (Schedule II)</b>				
<b>Administrative Expenses</b>				
President & BOD	\$ 9,744	\$ 17,383	\$ 200,000	5 %
National Council	0	655	20,000	0 %
Circuit Vice Presidents	894	146	55,000	2 %
NC Appointees	0	0	8,500	0 %
Past Presidents	0	351	10,000	0 %
Gov. Committees & Board	86	32	1,000	9 %
National Elections	0	0	10,000	0 %
Government Relations	48,322	26,216	133,500	36 %
Chapter Delegate	0	0	45,000	0 %
Chapter Leadership Training	0	3,613	85,000	0 %
Chapter Activity Fund	2,679	2,500	20,000	13 %
Chapter Rebates	113,060	121,355	510,000	22 %
Chapter Services	113	863	10,000	1 %
Membership Services	15,280	22,740	85,000	18 %
Membership Programs	216	67	12,500	2 %
The Federal Lawyer & Publications	31,455	42,693	185,000	17 %
FBA Conferences	49,982	89,900	1,365,000	4 %
Membership Marketing	5,355	350	15,000	36 %
Meetings Marketing	887	1,850	10,000	9 %
Webinar CLE Fees	200	1,615	7,500	3 %
<b>Subtotal Administrative Expenses</b>	<b>278,273</b>	<b>332,329</b>	<b>2,788,000</b>	<b>10 %</b>
<b>Section &amp; Division</b>				
Section and Divisions	61,192	93,370	275,000	22 %
FBA Funded Divisions	1,986	3,645	58,000	3 %
Section Council	26	94	7,500	0 %
Section Activity Fund	8	0	2,500	0 %
<b>Total Section &amp; Division</b>	<b>63,212</b>	<b>97,109</b>	<b>343,000</b>	<b>18 %</b>
<b>(8) Activity Expenses (Schedule II)</b>	<b>\$ 341,485</b>	<b>\$ 429,437</b>	<b>\$ 3,131,000</b>	<b>11 %</b>

These financial statements were prepared by RSM US LLP. The statements were not subject to an audit, or other assurance services. Management has elected to omit the statement of cash flows and substantially all required disclosures.

Federal Bar Association  
**SCHEDULE OF ADMINISTRATIVE EXPENSES**  
**Schedule III**  
**For the Three Months Ended December 31, 2019**

	Year To Date 12/31/2019	Prior Year To Date 12/31/2018	Year Ending 09/30/2020 Budget	% of Budget
(9) General and overhead expenses (Schedule III)				
Salaries	\$ 229,039	\$ 274,784	\$ 985,000	23 %
Employee Services	35,385	60,158	199,000	18 %
Employee Retirement	5,620	2,022	36,000	16 %
Employee Training	2,157	2,448	12,500	17 %
Dues and subscriptions	280	344	4,000	7 %
Rent	112,519	112,519	450,075	25 %
Insurance	6,895	4,446	19,000	36 %
Leased Equipment	4,351	3,903	18,000	24 %
Repairs and maintenance	2,604	184	750	347 %
Computer/Internet Services	22,959	18,450	100,000	23 %
Depreciation-Furniture & Fixtures	310	310	1,250	25 %
Depreciation-Computer Equipment	10,191	11,993	87,000	12 %
Personal property taxes	1,142	1,038	5,500	21 %
Professional fees	6,600	9,900	21,000	31 %
Other Office Expense	9,551	7,236	50,000	19 %
Management Travel	4,721	4,822	12,500	38 %
Telephone	5,801	6,468	20,000	29 %
Supplies	2,123	1,106	7,500	28 %
Postage	644	2,001	2,500	26 %
Outsourced Services	116,827	53,404	450,000	26 %
Miscellaneous Expense	2,555	2,554	12,000	21 %
<b>Total (9) General and overhead expenses (Schedule III)</b>	<b>\$ 582,275</b>	<b>\$ 580,091</b>	<b>\$ 2,493,575</b>	<b>23 %</b>

These financial statements were prepared by RSM US LLP. The statements were not subject to an audit, or other assurance services. Management has elected to omit the statement of cash flows and substantially all required disclosures.



## Federal Bar Association

*ABA House of Delegates Mid-Year Meeting  
February 17, 2020  
Austin, Texas*

### **FBA Delegate Report**

To FBA Board of Directors and National Council:

As the FBA's Delegate to the ABA House of Delegates, I attended the ABA Mid-Year Meeting in Austin, Texas on February 17, 2020. There were approximately 36 proposed Resolutions considered and several resolutions were robustly debated.

The ABA House of Delegates approved a resolution urging federal, state, local, territorial, and tribal governments to acknowledge and prioritize responding to the Missing and Murdered Indigenous Women (MMIW) crisis, and urging Congress to pass legislation that (1) prioritizes national data collection and tribal access to that data, (2) develops inter-jurisdictional protocols, and (3) provides a holistic response. See Resolution 10A. The House of Delegates also approved a resolution urging federal, state, local, territorial, and tribal governments to examine existing policies on the use of lethal force against individuals during law enforcement encounters -- including investigative stops, arrests, and searches -- in order to determine whether those policies should be modified to ensure that the lethal force is only employed against individuals when necessary to protect officers or public safety. See Resolution 10B.

Perhaps the most debated resolution was Resolution 115 about training nonlawyers to provide legal advice. The House of Delegates approved as revised this resolution encouraging U.S. jurisdictions to consider adoption of regulatory innovation approaches to address the access to justice crisis in the United States.

For more detailed information regarding the actions taken by the ABA House of Delegates on all Resolutions, see the attached Daily Journal.

Respectfully submitted by:

Ashley L. Belleau  
*Federal Bar Association ABA Delegate*

Attachment: ABA House of Delegates Daily Journal, dated February 17, 2020

AMERICAN BAR ASSOCIATION  
HOUSE OF DELEGATES

2020 MIDYEAR MEETING  
AUSTIN, TEXAS  
FEBRUARY 17, 2020

DAILY JOURNAL

<u>RPT NO.</u>	<u>PROPOSED BY</u>	<u>SHORT TITLE</u>	<u>ACTION</u>
<a href="#">10A</a>	MASSACHUSETTS BAR ASSOCIATION SECTION OF CIVIL RIGHTS AND SOCIAL JUSTICE NATIONAL NATIVE AMERICAN BAR ASSOCIATION KING COUNTY BAR ASSOCIATION COMMISSION ON DOMESTIC AND SEXUAL VIOLENCE CRIMINAL JUSTICE SECTION SECTION OF LITIGATION COMMISSION ON SEXUAL ORIENTATION AND GENDER IDENTITY COMMISSION ON HISPANIC LEGAL RIGHTS AND RESPONSIBILITIES COALITION ON RACIAL AND ETHNIC JUSTICE SECTION OF STATE AND LOCAL GOVERNMENT LAW WASHINGTON STATE BAR ASSOCIATION COMMISSION ON RACIAL AND ETHNIC DIVERSITY IN THE PROFESSION	Urges federal, state, local, territorial, and tribal governments to acknowledge and prioritize responding to the Missing and Murdered Indigenous Women (MMIW) crisis, and urges Congress to pass legislation that (1) prioritizes national data collection and tribal access to that data, (2) develops inter-jurisdictional protocols, and (3) provides a holistic response.	Approved
<a href="#">10B</a>	MASSACHUSETTS BAR ASSOCIATION CRIMINAL JUSTICE SECTION	Urges federal, state, local, territorial, and tribal governments to examine existing policies on the use of lethal force against individuals during law enforcement encounters -- including investigative stops, arrests, and searches -- in order to determine whether those policies should be modified to ensure that the lethal force is only employed against individuals when necessary to protect officers or public safety.	Approved

<a href="#">10C</a>	VIRGIN ISLANDS BAR ASSOCIATION	Supports an interpretation of the Citizenship Clause of the Fourteenth Amendment to the United States Constitution that recognizes all persons born in the territories, possessions, and commonwealths of the United States, and who are subject to the jurisdiction of the United States, as natural-born citizens of the United States; and further urges the Judiciary to declare 8 U.S.C. § 1408(1) as unconstitutional in violation of the Citizenship Clause.	Approved as Amended*
<a href="#">10D</a>	BAR ASSOCIATION OF SAN FRANCISCO SECTION OF CIVIL RIGHTS AND SOCIAL JUSTICE CRIMINAL JUSTICE SECTION	Urges federal courts to interpret the relationship of federal habeas corpus and federal civil rights law to permit an individual who is ineligible for federal habeas corpus relief to bring a civil rights claim pursuant to 42 U.S.C. § 1983 for civil rights violations associated with the criminal process leading to a criminal conviction.	Approved as Amended*
<a href="#">100A</a>	SECTION OF LEGAL EDUCATION AND ADMISSIONS TO THE BAR	Concurs in the action of the Council of the Section of Legal Education and Admissions to the Bar in making amendments dated February 2020 to Rules 13, 29, 30-36, 37, and 39 of the <i>ABA Standards and Rules of Procedure for Approval of Law Schools</i> .	Approved
<a href="#">100B</a>	SECTION OF LEGAL EDUCATION AND ADMISSIONS TO THE BAR	Concurs in the action of the Council of the Section of Legal Education and Admissions to the Bar in making amendments dated February 2020 to Standards 202, 307, 310, 502, and 509 of the <i>ABA Standards and Rules of Procedure for Approval of Law Schools</i> .	Approved
<a href="#">101A</a>	SECTION OF INTELLECTUAL PROPERTY LAW	Supports a rebuttable presumption of irreparable harm for purposes of preliminary or permanent injunctive relief in trademark infringement cases and supports amending section 34 of the Lanham act, 15 U.S.C. § 1116, to provide for such a presumption.	Approved

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\* See Attached

<a href="#">101B</a>	SECTION OF INTELLECTUAL PROPERTY LAW	Supports a right that would legally compel the disclosure of internet domain name registrant contact information by any U.S. entity that administers and maintains such contact information, upon receipt of a notice alleging a legitimate interest based on the registrant's violations of applicable laws relating to intellectual property protections.	Approved
<a href="#">102A</a>	STANDING COMMITTEE ON PARALEGALS	Grants approval to 3 programs, grants reapproval to 19 paralegal education programs, withdraws the approval of 6 programs at the request of the institutions, and extends the terms of approval to 38 paralegal education programs.	Approved
<a href="#">102B</a>	STANDING COMMITTEE ON PARALEGALS	Adopts amendments, dated February 2020, to the ABA Guidelines for the Approval of Paralegal Education Programs.	Approved
<a href="#">103A</a>	TORT TRIAL AND INSURANCE PRACTICE SECTION CRIMINAL JUSTICE SECTION	Urges all federal, state, local, territorial, and tribal legislative bodies to enact laws, and governmental agencies to adopt policies, that provide law enforcement officers with comprehensive animal encounter training on the reasonable use of force necessary to better secure the safety of such officers, protect public health, reduce legal liability, and ensure the humane treatment of the animals encountered.	Approved
<a href="#">103B</a>	TORT TRIAL AND INSURANCE PRACTICE SECTION	Urges Congress to enact legislation to clarify and ensure that it does not constitute a federal crime for qualified lawyers to provide legal advice and services to clients regarding marijuana-related activities that are in compliance with state, territorial, and tribal law.	Approved as Revised*
<a href="#">103C</a>	TORT TRIAL AND INSURANCE PRACTICE SECTION	Urges state, territorial and federal courts to apply the modern incorporation doctrine standards to the Seventh Amendment to the Constitution of the United States and make its formulation of the fundamental right to trial by jury in civil cases applicable to all states and territories of the Union.	Approved as Amended*

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\* See Attached.

<a href="#"><u>103D</u></a>	TORT TRIAL AND INSURANCE PRACTICE SECTION	Urges Congress to enact legislation to clarify and ensure that it shall not constitute a federal crime for banking and financial institutions to provide services to businesses and individuals, including attorneys, who receive compensation from the sale of state-legalized cannabis or who provide services to cannabis-related legitimate business acting in accordance with state, territorial, and tribal laws.	Approved
<a href="#"><u>104A</u></a>	SECTION OF INTERNATIONAL LAW SECTION OF DISPUTE RESOLUTION	Urges all nations, including the United States, to become party to and implement the United Nations Convention on International Settlement Agreements Resulting from Mediation (also known as the Singapore Mediation Convention).	Approved as Revised*
<a href="#"><u>104B</u></a>	SECTION OF INTERNATIONAL LAW GOVERNMENT AND PUBLIC SECTOR LAWYERS DIVISION TORT TRIAL AND INSURANCE PRACTICE SECTION	Urges the U.S. federal government and other national governments, as well as multinational and international organizations to amend existing laws or enact new enforceable laws, policies and procedures that protect and provide for the health and well-being of Military Working Dogs, whether deployed in service, retained and trained by armed forces or deployed to armed forces through contracts with governments.	Approved as Amended*
<a href="#"><u>105</u></a>	STANDING COMMITTEE ON SPECIALIZATION	Grants reaccreditation to the Civil Trial Law program of the National Board of Trial Advocacy and the Estate Planning Law program of the National Association of Estate Planners & Councils, Estate Law Specialist Board, Inc. of Cleveland, Ohio.	Approved
<a href="#"><u>106</u></a>	COMMISSION ON DISABILITY RIGHTS	Urges Congress to amend the Air Carrier Access Act, 49 U.S.C. § 41705 (1986), to establish a private right of action and to provide equitable and legal relief, including compensatory and punitive damages, as well as reasonable attorneys' fees, reasonable expert fees, and the costs of the action to plaintiffs who prevail in civil discrimination actions.	Approved

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\* See Attached

<a href="#"><u>107A</u></a>	STANDING COMMITTEE ON GUN VIOLENCE CRIMINAL JUSTICE SECTION SECTION OF CIVIL RIGHTS AND SOCIAL JUSTICE	Urges federal, state, local, territorial, and tribal governments to enact statutes, rules and regulations that would make it unlawful for any person to transfer, sell, trade, give, transport, or deliver any unfinished firearm frame or receiver to any person (other than a licensed importer, licensed manufacturer, licensed dealer, or licensed collector) unless the unfinished frame or receiver is serialized in accordance with federal requirements for the serialization of firearms, the recipient passes a background check consistent with the federal requirements for a licensed dealer's transfer of a firearm, and records consistent with the federal record-keeping requirements for licensed firearm dealers are created and retained.	Approved
<a href="#"><u>107B</u></a>	STANDING COMMITTEE ON GUN VIOLENCE CRIMINAL JUSTICE SECTION SECTION OF CIVIL RIGHTS AND SOCIAL JUSTICE COMMISSION ON DOMESTIC AND SEXUAL VIOLENCE	Urges federal, state, local, territorial, and tribal governments to enact statutes, rules and regulations that would require any person seeking to purchase a firearm to apply for a permit from a designated law enforcement or public safety agency; that, at a minimum, the applicant apply in person, be fingerprinted, and be subject to a background and criminal records check; and prohibit the sale, delivery or transfer of a firearm to anyone who does not possess a valid permit.	Approved
<a href="#"><u>107C</u></a>	STANDING COMMITTEE ON GUN VIOLENCE CRIMINAL JUSTICE SECTION SECTION OF CIVIL RIGHTS AND SOCIAL JUSTICE COMMISSION ON DOMESTIC AND SEXUAL VIOLENCE	Urges federal, state, local, territorial, and tribal governments to enact statutes, rules and regulations that would define the requirements of safe storage of a firearm, require firearm owners to meet those requirements, promote safe storage education for firearm owners and urges the federal government to incentivize safe storage programs within the states.	Approved

<a href="#">108</a>	STANDING COMMITTEE ON ELECTION LAW SECTION OF CIVIL RIGHTS AND SOCIAL JUSTICE STANDING COMMITTEE ON PUBLIC EDUCATION SECTION OF STATE AND LOCAL GOVERNMENT LAW LAW STUDENT DIVISION	Urges federal, state, local, territorial, and tribal governments to enact legislation that provides for voter preregistration for eligible 16-18-year-olds and that they be added to the voter roll upon reaching the legal age for voting; for high schools and colleges to provide students a meaningful opportunity to register and vote and to provide robust civics education to promote well-informed voting; and for governmental entities to appropriate sufficient funds to implement voter preregistration and civics education as called for by this resolution.	Approved
<del>109A</del>	NATIONAL CONFERENCE OF COMMISSIONERS ON UNIFORM STATE LAWS	Requests approval of the Uniform Automated Operation of Vehicles Act as an appropriate Act for those states desiring to adopt the specific substantive law suggested therein.	Withdrawn
<a href="#">109B</a>	NATIONAL CONFERENCE OF COMMISSIONERS ON UNIFORM STATE LAWS	Requests approval of the Uniform Electronic Wills Act an appropriate Act for those states desiring to adopt the specific substantive law suggested therein.	Approved
<a href="#">109C</a>	NATIONAL CONFERENCE OF COMMISSIONERS ON UNIFORM STATE LAWS	Requests approval of the Uniform Registration of Canadian Money Judgments Act as an appropriate Act for those states desiring to adopt the specific substantive law suggested therein.	Approved
<a href="#">110</a>	CRIMINAL JUSTICE SECTION	Urges federal, state, local, territorial and tribal governments to provide courts with discretion to allow defendants to remain released pending sentencing following a guilty plea or conviction as long as the court finds that the defendant is not likely to flee or pose a danger to the safety of any other person or the community if released, such as by amending 18 U.S.C. § 3143 or similar statutes in other jurisdictions.	Approved as Revised*
<a href="#">111</a>	SECTION OF REAL PROPERTY TRUST AND ESTATE LAW	Urges federal, state, local, territorial and tribal governments, and their respective agencies and departments, to protect real property interests, including common law trespass and privacy rights, with respect to any statute, ordinance, regulation, administrative rule, order, or guidance pertaining to the development and usage of unmanned aircraft systems over private property.	Approved

<a href="#"><u>112</u></a>	SECTION OF CIVIL RIGHTS AND SOCIAL JUSTICE COALITION ON RACIAL AND ETHNIC JUSTICE COMMISSION ON DISABILITY RIGHTS COMMISSION ON HISPANIC LEGAL RIGHTS AND RESPONSIBILITIES COMMISSION ON SEXUAL ORIENTATION AND GENDER IDENTITY NATIONAL CONFERENCE OF SPECIALIZED COURT JUDGES NATIONAL NATIVE AMERICAN BAR ASSOCIATION SECTION OF STATE AND LOCAL GOVERNMENT LAW	Urges federal, state, local, territorial and tribal governments to enact legislation to remove voting barriers to Native American and Alaska Native voter registration and participation, and to establish measures to ensure protections for Native American and Alaska Native voting rights.	Approved
<a href="#"><u>113</u></a>	CENTER FOR HUMAN RIGHTS	Encourages lawyers in all practice areas to use and promote technology-based platforms that facilitate the efficient, timely, and targeted matching of survivors of human trafficking who have legal needs with lawyers who have the requisite specialization and availability to meet those needs <i>pro bono</i> .	Approved
<a href="#"><u>114</u></a>	COALITION ON RACIAL AND ETHNIC JUSTICE SECTION OF CIVIL RIGHTS AND SOCIAL JUSTICE SECTION OF STATE AND LOCAL GOVERNMENT LAW COMMISSION ON HOMELESSNESS AND POVERTY NATIONAL NATIVE AMERICAN BAR ASSOCIATION	Urges federal, state, local, territorial, and tribal governments to enact legislation that allows for an individual to use an address other than a physical residential address for purposes of voter registration and urges the enactment of legislation or regulations that assign the voter to the precinct in which the person can be found, whether that location is expressed by a traditional address or description.	Approved

<a href="#"><u>115</u></a>	<p>CENTER FOR INNOVATION STANDING COMMITTEE ON THE DELIVERY OF LEGAL SERVICES STANDING COMMITTEE ON ETHICS AND PROFESSIONAL RESPONSIBILITY STANDING COMMITTEE ON PROFESSIONAL REGULATION STANDING COMMITTEE ON PUBLIC PROTECTION IN THE PROVISION OF LEGAL SERVICES</p>	<p>Encourages U.S. jurisdictions to consider adoption of regulatory innovation approaches to address the access to justice crisis in the United States.</p>	<p>Approved as Revised and Amended*</p>
<a href="#"><u>116</u></a>	<p>COMMISSION ON DOMESTIC AND SEXUAL VIOLENCE SECTION OF CIVIL RIGHTS AND SOCIAL JUSTICE NATIONAL NATIVE AMERICAN BAR ASSOCIATION NATIONAL CONFERENCE SPECIALIZED COURT JUDGES</p>	<p>Urges Congress to amend and reauthorize the Violence Against Women Act as reflected in H.R. 1585 (as passed) and S. 2843 (as introduced), or similar legislation, that specifically provides funding to tribal governments and recognizes the inherent authority of American Indian and Alaska Native governments to prosecute non-Indian perpetrators of crimes arising from gender-based violence, while ensuring that due process rights are protected as set forth in section 234(c) of the Tribal Law and Order Act, Public Law 111-211.</p>	<p>Approved</p>
<a href="#"><u>117</u></a>	<p>COMMISSION ON IMMIGRATION</p>	<p>Urges the federal government to maintain an asylum system that affords all persons seeking protection from persecution or torture access to counsel, due process, and a full and fair adjudication that comports with U.S. and international law.</p>	<p>Approved as Revised*</p>
<a href="#"><u>118</u></a>	<p>SECTION OF STATE AND LOCAL GOVERNMENT LAW SECTION OF SCIENCE &amp; TECHNOLOGY LAW SECTION OF CIVIL RIGHTS AND SOCIAL JUSTICE CRIMINAL JUSTICE SENIOR LAWYERS DIVISION STANDING COMMITTEE ON ELECTION LAW CYBERSECURITY LEGAL TASK FORCE</p>	<p>Urges the United States Congress to protect the security and integrity of U.S. federal elections by enacting legislation that authorizes and appropriates necessary funding for the National Institute of Standards and Technology.</p>	<p>Approved</p>

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\* See Attached

<u>119</u>	YOUNG LAWYERS DIVISION	Urges federal, state, local, territorial, and tribal governments to appropriate and allocate funds to identify and address mental health problems experienced by youth as a result of racism, poverty, and living in high crime communities.	Approved
<u>200</u>	HOUSE COMMITTEE ON CREDENTIALS AND ADMISSIONS	Requests from the California Lawyers Association and the North Carolina Bar Association to receive primary state bar association status and acquire additional delegate seats in the House of Delegates.	Approved as Amended*

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\* See Attached

# 10C Amendment

## RESOLUTION

1 RESOLVED, That the American Bar Association supports an  
2 interpretation of the Citizenship Clause of the Fourteenth  
3 Amendment to the United States Constitution that recognizes all  
4 persons born in the territories, possessions, and commonwealths  
5 of the United States, and who are subject to the jurisdiction of the  
6 United States, as natural-born citizens of the United States; and

7 FURTHER RESOLVED, That ~~the American Bar Association urges~~  
8 ~~the Judiciary to declare 8 U.S.C. § 1408(1) and any other statute~~  
9 ~~or regulation that withholds recognition as natural-born citizens~~  
10 ~~from any persons born in any of the territories, possessions, and~~  
11 ~~commonwealths of the United States, and who are subject to the~~  
12 ~~jurisdiction of the United States, as unconstitutional in violation of~~  
13 ~~the Citizenship Clause~~ nothing in this Resolution should be  
14 construed to infringe on the cultural sovereignty of any United  
15 States territory, including the matai system in American Samoa.

*Deletions struck through; additions underlined.*

# 10D Amendment

## RESOLUTION

- 1 RESOLVED, That the American Bar Association ~~urges~~  
2 ~~federal courts to interpret~~ supports an interpretation that the  
3 relationship of federal habeas corpus and federal civil rights  
4 law ~~to~~ permit an individual who is ineligible for federal habeas  
5 corpus relief to bring a civil rights claim pursuant to 42 U.S.C.  
6 § 1983 for civil rights violations associated with the criminal  
7 process leading to a criminal conviction; and  
8  
9 FURTHER RESOLVED, That the American Bar Association  
10 urges the United States Congress to amend 42 U.S.C. § 1983  
11 to make explicit that an individual who is not eligible for federal  
12 habeas corpus relief may bring a civil rights claim pursuant to  
13 42 U.S.C. § 1983 for civil rights violations associated with the  
14 criminal process leading to a criminal conviction.

*Deletions struck through; additions underlined.*

# REVISED 103B

## RESOLUTION

1 RESOLVED, That the American Bar Association urges Congress  
2 to enact legislation to clarify and explicitly ensure that it ~~shall~~does  
3 not constitute a violation of federal law ~~crime~~-for lawyers, acting in  
4 accord ~~consistent~~-with state, territorial, and tribal ethical rules on  
5 lawyers' professional conduct, to provide legal advice and services  
6 to clients regarding matters involving marijuana-related activities  
7 that are in compliance with state, territorial, and tribal law.

Deletions struck through; additions underlined

# 103C Amendment

## RESOLUTION

1 RESOLVED, That the American Bar Association ~~urges~~ supports  
2 the application by state, territorial, and federal courts to apply ~~of the~~  
3 modern incorporation doctrine standards to the Seventh  
4 Amendment to the Constitution of the United States and make its  
5 formulation of the fundamental right to trial by jury in civil cases  
6 applicable to all states and territories of the Union.

Deletions struck through; additions underlined

**Amendment to Line 1 and 2.**

# REVISED 104A

## RESOLUTION

1 RESOLVED, That the American Bar Association urges all nations,  
2 including the United States, to become party to and implement the  
3 United Nations Convention on International Settlement  
4 Agreements Resulting from Mediation (also known as the  
5 Singapore Mediation Convention); and

6  
7 FURTHER RESOLVED, That the American Bar Association urges  
8 the United States executive branch and Senate to regard the  
9 Singapore Mediation Convention as self-executing under U.S. law  
10 ~~and urges that any U.S. implementing legislation considered~~  
11 ~~necessary be federal legislation.~~

*Deletions struck through; additions underlined*

# 104B Amendment

## RESOLUTION

1 RESOLVED, That the American Bar Association urges the U.S.  
2 federal government and other national governments, as well as  
3 multinational and international organizations around the world, to  
4 amend existing laws or enact new enforceable laws, policies and  
5 procedures that protect and provide for the health and well-being  
6 of all Military Working Dogs, whether deployed in service, armed  
7 forms or deployed to armed forces through contracts with  
8 governments, to:

9

- 10 ○ provide for military transportation back to their home  
11 country at decommission or retirement;
  - 12 ○ grant priority of first adoption at retirement to their  
13 veteran soldier handlers;
  - 14 ○ ensure the provision of skilled veterinary care while in  
15 military service; ~~and fund the coverage of veterinary~~  
16 ~~care costs in retirement for their lifetimes;~~ and
- 17 designate specific government oversight for compliance and  
18 enforcement of provisions for veterinary care, transportation  
19 and adoption processes at decommission or retirement.

*Deletions struck through; additions underlined.*

# REVISED 110

## RESOLUTION

1 RESOLVED, That the American Bar Association urges federal,  
2 state, local, territorial and tribal governments, and courts and court  
3 rule-making entities, to provide courts with discretion to allow  
4 defendants to remain ~~on bond~~ released pending sentencing  
5 following a guilty plea or conviction as long as the court finds that  
6 the defendant is not likely to flee or pose a danger to the safety of  
7 any other person or the community if released, such as by  
8 amending 18 U.S.C. § 3143 or similar statutes in other jurisdictions.

Deletions struck through; additions underlined

# 115 Revised and Amended

## RESOLUTION

1 RESOLVED, That the American Bar Association encourages U.S. jurisdictions to  
2 consider innovative approaches to the access to justice crisis in order to help the more  
3 than 80% of people below the poverty line and the ~~majority~~ many of middle-income  
4 Americans who lack meaningful access to ~~legal services when facing critical civil legal~~  
5 ~~issues, such as child custody, debt collection, eviction, and foreclosure~~ effective civil legal  
6 services;

7  
8 FURTHER RESOLVED, That the American Bar Association encourages U.S.  
9 jurisdictions to consider regulatory innovations that have the potential to improve the  
10 accessibility, affordability, and quality of civil legal services, while also ensuring necessary  
11 and appropriate protections that best serve clients and the public including the provision  
12 of legal counsel as a matter of right and at government expense for children facing  
13 essential civil legal matters and for low-income individuals in adversarial proceedings  
14 where basic human needs or a loss of physical liberty are at stake;

15  
16 FURTHER RESOLVED, That the American Bar Association encourages U.S.  
17 jurisdictions to collect and assess data regarding regulatory innovations both before and  
18 after ~~the~~ their adoption ~~of any innovations~~ to ensure that changes are effective in  
19 increasing access to legal services and are in the ~~public~~ interest of clients and the public;  
20 and

21  
22 FURTHER RESOLVED, That nothing in this Resolution should be construed as altering  
23 recommending any changes to any of the ABA Model Rules of Professional Conduct,  
24 including Rule 5.4, as they relate to nonlawyer ownership of law firms, the unauthorized  
25 practice of law, or any other subject.

*Deletions struck through; additions underlined.*

***Proposed amendment on lines 22 and 23.***

RESOLUTION

1 RESOLVED, That the American Bar Association urges the federal  
2 government to maintain an asylum system that affords all persons  
3 seeking protection from persecution or torture access to counsel,  
4 due process, and a full and fair adjudication that comports with U.S.  
5 and international law;

6  
7 FURTHER RESOLVED, That the American Bar Association  
8 opposes the imposition of limitations that restrict eligibility for  
9 asylum based on the place or manner of arrival at the U.S. border  
10 or submission of applications for protection in countries of transit;

11  
12 FURTHER RESOLVED, That the American Bar Association  
13 opposes the implementation of procedures that allow U.S.  
14 immigration authorities to refuse to process asylum seekers  
15 arriving at the border or to transfer asylum seekers to other  
16 countries for processing of their asylum claims, without regard to  
17 the safety situation or the adequacy of the asylum process in those  
18 third countries; and

19  
20 FURTHER RESOLVED, That the American Bar Association  
21 opposes procedural restrictions including but not limited to the  
22 ~~Migration~~Migrant Protection Protocols (“MPP”), that prevent  
23 migrants from remaining in the United States during the  
24 adjudication of their asylum claims.

*Deletions struck through; additions underlined*

AMERICAN BAR ASSOCIATION

HOUSE OF DELEGATES COMMITTEE ON CREDENTIALS AND ADMISSIONS

**Recommendation regarding requests from the California Lawyers Association and the North Carolina Bar Association for Primary State Bar Association Designation and Acquisition of Additional Delegate Seats in the House of Delegates**

**I-CALIFORNIA DELEGATION**

The Credentials and Admissions Committee recommends approval of the California Lawyers Association as the primary state bar in the HOD California delegation (*State Bar of California to remain in the House as the secondary state bar in the California delegation, with 1 delegate seat*), and that CLA receive 2 of the SBC's delegate seats, inclusive of the seats' current terms which will conclude at the end of the 2020 Annual Meeting.

**II-NORTH CAROLINA DELEGATION**

The Credentials and Admissions Committee recommends approval of the North Carolina Bar Association as the primary state bar in the HOD North Carolina delegation, and that, NCBA receive the 5 seats that were relinquished by the North Carolina State Bar Association, inclusive of the seats' current terms as follows:

- (3) with term to end at the conclusion of the 2020 Annual;
- (1) with term to end at the conclusion of the 2021 Annual, and
- (1)-YLD with term to end at the conclusion of the 2021 Annual

In addition, the Committee recommends that it be allowed to report/make a motion for approval of both of the above recommendations, at the start of the House 2020 Midyear proceedings, so that the additional delegates for each organization may be officially certified and seated in the well of the House as voting delegate representatives of the organizations for the 2020 ABA House of Delegates Midyear Meeting.

*Deletions struck through; additions underlined.*



## Federal Bar Building Corporation

TO: FBA National Council

FROM: Adrienne Berry, FBBC President

**SUBJECT: FBBC Report Concerning Evolution of the FBBC and Current Investment Funds**

DATE: February 18, 2020

On March 26, 2010, the Board of Directors of the Federal Bar Building Corporation (FBBC) unanimously adopted a resolution reflecting that the then-approximately \$4 million (\$4,000,000) investment portfolio of the FBBC, together with growth, dividends, interest, and other income, be maintained by the FBBC as an operational reserve, to be used for the sole purposes of anticipated operating expenses, capital improvements, and necessary repairs. At a subsequent meeting of the Board, then-President Alan Harnisch appointed Judge Delissa Ridgway, Gerald Gilbert, and Robert Mueller (chairman) to comprise this special committee to study and make recommendations to the Board regarding various questions directly or indirectly relating to this reserve.

### **Historical Context**

The FBBC was incorporated in the District of Columbia in December 1958 and was organized under provisions of Section 501(c)(2) of the Internal Revenue Code. Its stated purpose was to purchase or build and maintain office headquarters for the FBA and the Foundation of the FBA.

The first such home for the FBA was in an office building at 1815 H Street, N.W., in Washington, D.C. That building, and the neighboring building at 1819 H Street, were built with monies generated by fund-raising efforts, donations, events, etc., by past-President Earl W. Kintner. Those buildings, owned by the FBBC, were built without any funds from the FBA.

When these buildings began to seriously deteriorate and began to experience vacancies, the FBBC determined to sell them and locate other appropriate offices for the FBA and the Foundation. The buildings were sold in 1997, and the FBBC purchased a building at 2215 M Street, NW, as the future home of the FBA and the Foundation. The purchase was made with funds realized from the H Street sale, with no mortgage. The remainder of monies realized from the H Street sale was invested by the FBBC with the intent and for the purpose of paying all operating expenses and reasonable repairs and maintenance from the growth and income of the investment corpus. There was no plan to charge the FBA any rent for its use of the building, nor was any rent in fact charged initially. Neither was any thought given to initiating rent for the Foundation.

In the 1998-2002 timeframe, three unforeseen things changed this financial blueprint. First, soon after moving to the new building, the FBBC had to replace the roof at a total cost of \$58,000. In 2001 a drain on the roof of the building malfunctioned and caused substantial damage to our building and a restaurant next door. The cost of re-routing the water and repairing damage to the FBA headquarters and restaurant was approximately \$85,000. Additionally, during this same timeframe, it

became clear that substantial expenses loomed on the near horizon for several necessary and relatively major capital repairs (e.g., replacement windows). The amount of these realized and anticipated expenses was substantial and not foreseen in the FBBC's financial planning for this early time period. Second, we unexpectedly lost the 4<sup>th</sup> floor tenant in the building, from whom we had received and reasonably expected to continue to receive approximately \$100,000 per year. This put an enormous squeeze on the investment portfolio. Third, the investment market took a significant downturn, with the result that the investment portfolio on which the FBBC relied for income, discussed above, suffered major losses and was no longer sufficient to generate the necessary income to cover expenses.

As a temporary measure to help delay the breaking point of this crisis, the FBBC took the step of initiating a rent requirement from the FBA. The plan was to begin by charging rent in the amount of \$36,000 per year and to increase it each year to a level of \$120,000 per year. In fact, in early 2007, when the rent was at \$60,000 per year as of October 2006, the FBBC had decided to sell the building and to relocate the FBA headquarters; therefore, the rent level was retained at \$60,000 per year, where it still exists today. No rent was ever charged of the Foundation, largely because of the relatively small physical space used by the Foundation.

The decision to sell the M Street building fortuitously was made at a point when the commercial real estate selling market in DC still was relatively strong. A sale was consummated in January 2007, and the FBA headquarters and staff moved to temporary office space in Crystal City, Virginia. New office condominium space was located at 1220 N. Fillmore Street, Arlington, VA, to become the new FBA headquarters. The contract for this space, executed in the spring of 2008, was a lease with option to purchase after two years, which the FBBC planned from the outset to exercise.

Upon the sale of the M Street building and the relocation to Arlington, the financial plan of the FBBC was clearly established: Invest \$5,000,000 in short term funds that would be adequate to finance the lease/planned-purchase of the space, and invest the remaining \$4,100,000 from the M Street sale in a long-term portfolio that would produce income sufficient to pay for operating expenses and reasonable capital maintenance and improvements. Just short of the schedule in January of 2010, the FBBC exercised its option to purchase this space, and the short-term investments and a small part of the long-term portfolio were liquidated, leaving the balance of the long-term investments to produce income for operating expenses.

The general world-wide economic downturn that started in 2007 presented a realistic threat to this financial plan. Fortunately, the skill and advice of our investment counselors and the fortuitously low level of expenses required at the time permitted the FBBC to weather that storm. The result is that, at the present time, with the global economy having markedly improved and with the forecast encouraging, the long-term investment portfolio has returned a level that currently significantly exceeds the value prior to the onset of the severe recession.

It is in this historical context that the FBBC considered various questions relating to establishing and maintaining a portfolio sufficient to cover anticipated operating expenses, real estate taxes, repairs and upkeep in the future, and to provide reserve funds sufficient to cover unforeseen property expenses and economic challenges. It is impossible to overstate the determination of the current Board of Directors to learn from the M Street experience and to take all steps necessary to avoid similar threatening factors in the future. The headquarters office space is the principal physical asset of the FBA and the Foundation, and there can be no doubt that the FBBC's primary mission, now and in the future, must be to maintain the financial integrity of its investments so as to protect the future financial well-

being of the FBA and the Foundation of the FBA. All other policies and decisions made by the FBBC must be in the context of that primary mission.

### **Special Committee's Investment Recommendations**

The FBBC special committee met initially by teleconference on Monday, January 17, 2011. Additionally, the committee had the benefit of comments and suggestions on an interim draft report in a meeting of the Board of Directors in February 2011, and on several occasions thereafter. Bearing in mind the historical context set forth above, the committee submitted the following investment recommendations.

- On an assumption of maintaining an investment portfolio that will produce an average annual income of 5-6%, the FBBC should achieve and maintain a portfolio balance of \$6 Million (\$6,000,000).
  - The committee concludes that a portfolio investment balance of \$4 million (\$4,000,000) on average should be sufficient to produce income adequate to cover all operational expenses and relatively minor repairs (hereinafter “operational reserve”), as well as county real estate taxes, without need to invade this corpus for that purpose. All reasonable efforts should be made to avoid any invasion of this corpus.
  - The committee concludes that an additional portfolio investment of \$2 million (\$2,000,000) on average should be a sufficient reserve (hereinafter “capital improvement reserve”) for the following nonexclusive purposes:
    - Periodic scheduled or predictable capital improvements and replacements;
    - Unforeseen expenses such as unscheduled repairs;
    - An economic downturn that results in a reduction of the \$4 million (\$4,000,000) corpus to the point where it is insufficient to produce adequate income to cover operational expenses.
- Any activity that causes the total portfolio balance to fall below \$6 million (\$6,000,000) will trigger a focused determination by the FBBC to take all reasonable steps to fully restore the total portfolio balance. Such steps might include postponing some or all planned discretionary expenditures, adjusting the investment strategy, and/or increasing tenant rent. Until such time as the total portfolio is restored to \$6 million (\$6,000,000), all decisions and actions by the FBBC must be reasonably consistent with the primary objective of restoring the total portfolio.
- At the end of any given fiscal year of the FBBC (October 1 through September 30), any balance in the total portfolio that exceeds \$6 million (\$6,000,000) shall be distributed to the Federal Bar Association and/or the Foundation of the Federal Bar Association, as provided in the tax code for a Section 501(c)(2) corporation. All revenues in excess of total operating expenses and reserves for future expenses must be distributed to the Federal Bar Association and/or the Foundation of the Federal Bar Association, per relevant provisions of the U.S. tax code and IRS regulations.

### **Related Recommendations of the Special Committee**

- The FBBC should continue the business practice of charging rent from the FBA.
  - This practice, originally started on M Street out of economic necessity, has established a disciplined and healthy business-like aspect to the relationship between the FBBC and FBA that should be continued.

- The rent will assist the growing of the portfolio discussed above. (The FBBC decided to forego charging rent in FY2020 in recognition of the FBA's Centennial Anniversary for a total of \$60,000.)
- When the FBBC reaches the point where the total portfolio exceeds \$6 million (\$6,000,000), the excess must be distributed to the FBA and/or the Foundation as described above, so there will not be a situation in which the FBBC is charging the FBA rent without an economic need. In pursuing this practice, the business relationship discussed above continues to be encouraged.
- For the present and into the near future, the current rent of \$60,000 should continue, which coincidentally is nearly sufficient to cover all current condominium fees. It may be adjusted from time to time as circumstances may warrant.
- The FBBC should not presently initiate a rental charge to the Foundation, given its minimal space requirements in the headquarters facility.
- These investment and related recommendations should be reflected in and adopted by the FBBC Board of Directors by Resolution, so that any future Board may fully understand the current Board's decision, motivation, and rationale if and when a future Board considers adjusting any policy reflected in the resolution; and so that future FBA and Foundation Boards may be clear in the concept that this approach is deemed to be critical to the future interest of all three organizations.

#### **Resulting Resolution of the FBBC Board of Directors**

On September 9, 2011, having received and considered the report of the Special Committee, as well as the historical context described above, the Board of Directors of the FBBC unanimously adopted the resolution that is attached to this Report to the National Council. That resolution fully adopted the recommendations of the Special Committee, and it has not been amended since that date. The monies invested by the FBBC from the sales of earlier properties is there for the sound discretionary use by the FBBC to maintain the headquarters of the FBA and the Foundation, and the Board of the FBBC is singularly focused on fulfilling that fiduciary responsibility that is so critical to the future success of the FBA and the Foundation.

## **BOARD OF DIRECTORS**

### **Policy Resolution Regarding FBBC Investments and Reserves**

**Approved on September 9, 2011**

WHEREAS, the Board of Directors of the Federal Bar Building Corporation (FBBC), on March 26, 2010, unanimously passed a resolution reflecting that the then-approximately \$4 Million (\$4,000,000) investment portfolio of the FBBC - together with growth, dividends, interest and other income - shall be maintained by the FBBC as an operational reserve, to be used for the sole purposes of paying usual operation expenses, capital improvements and replacements, and expenses for necessary repairs at the condominium office of the Federal Bar Association (FBA) and the Foundation of the Federal Bar (Foundation) at 1220 N. Fillmore Street, Arlington, VA;

WHEREAS, by report of February 25, 2011, a special committee of the FBBC Board submitted a draft report including certain recommendations regarding the appropriate value of the FBBC investment portfolio that should be achieved and maintained in order to generate sufficient income to fully cover operating expenses and real estate taxes, as well as to constitute a sufficient reserve for such non-exclusive purposes as scheduled or predictable capital improvements and replacements, unforeseen expenses such as unscheduled repairs, and possible economic downturns that may result in a reduction of the corpus of the portfolio to the point where the portfolio it is not sufficient to produce adequate income to cover operational expenses;

WHEREAS the full FBBC Board has offered comments and suggestions in response to the draft report and recommendations, which the special committee of the Board has considered and incorporated in the final report and recommendations, as appropriate, as approved in principle on March 15, 2011, and with final text approved on September 9, 2011;

WHEREAS, this report reflects that the recommendations of the special committee are based in part on the historical experiences of the FBBC and its financial and investment policies while owning properties serving as headquarters facilities for the FBA and the Foundation at 1815 and 1819 H Street, NW, Washington, DC, at 2215 M Street, NW, Washington, DC, and at 1220 N. Fillmore Street, Suite 444, Arlington, VA;

WHEREAS, it is the principal purpose of the FBBC to own and maintain real estate to serve as the headquarters of the FBA and the Foundation;

WHEREAS, the condominium office space at 1220 N. Fillmore Street, Arlington, VA, is owned and maintained by the FBBC for this purpose and is the principal physical asset of the FBA and the Foundation; and

WHEREAS, in this context, the Board of Directors of the FBBC considers that the FBBC's primary responsibility and trust, now and in the future, must be to maintain the financial integrity of its investments so as to protect the future financial well-being of the FBA and the Foundation and that all other policies and decisions made by the FBBC must be in the context of that primary mission;

IT IS, THEREFORE, RESOLVED: That, on an assumption of maintaining an investment portfolio that will produce annual income of 5-6%, the FBBC shall achieve and maintain a total portfolio balance of approximately \$6 Million (\$6,000,000);

IT IS, THEREFORE, FURTHER RESOLVED: That, of this portfolio balance, approximately \$4 Million (\$4,000,000) (“operational reserve”) will be sufficient to produce income adequate to cover all operational expenses, real estate taxes, and relatively minor repairs, without need to invade the corpus of the operational reserve for these purposes, and that all reasonable efforts shall be made to avoid any invasion of this operational reserve;

IT IS, THEREFORE, FURTHER RESOLVED: That the remainder of the portfolio balance - \$2 Million (\$2,000,000) (“capital improvement reserve”) - on average will be a sufficient reserve for such non-exclusive purposes as periodic scheduled or predictable capital improvements and replacements, unforeseen expenses such as unscheduled repairs, and economic downturns that may result in a reduction of the \$4 Million (\$4,000,000) operational reserve to the point where it is insufficient to produce adequate income to cover operational expenses;

IT IS, THEREFORE, FURTHER RESOLVED: That any activity that causes the total portfolio balance (“total reserve”), which is the combined balance of the operational reserve and the capital improvement reserve, to fall below \$6 Million (\$6,000,000) shall trigger a focused determination by the FBBC to take all reasonable steps to fully restore the total reserve balance, such as postponing some or all planned discretionary expenditures, adjusting the investment strategy, and/or increasing tenant rent;

IT IS, THEREFORE, FURTHER RESOLVED: That, until such time as the total reserve balance is restored to \$6 Million (\$6,000,000), all decisions and actions by the FBBC must be reasonably consistent with the primary objective of restoring the total reserve balance;

IT IS, THEREFORE, FURTHER RESOLVED: That, the FBBC shall continue the sound business practice of charging the FBA rent for its use of the condominium office space owned by the FBBC, but that the Foundation shall not be charged rent for its use of such space at this time.

AND IT IS FINALLY RESOLVED: That it shall be the general policy of the FBBC that, at the end of any given fiscal year of the FBBC (October 1 through September 30), any balance in the total reserve that exceeds \$6 Million (\$6,000,000) shall be distributed to the FBA and the Foundation as provided in the tax code and IRS regulations for a Section 501(c)(2) corporation.



# Federal Bar Building Corporation

## Executive Summary of the Financial Statements as of September 30, 2019

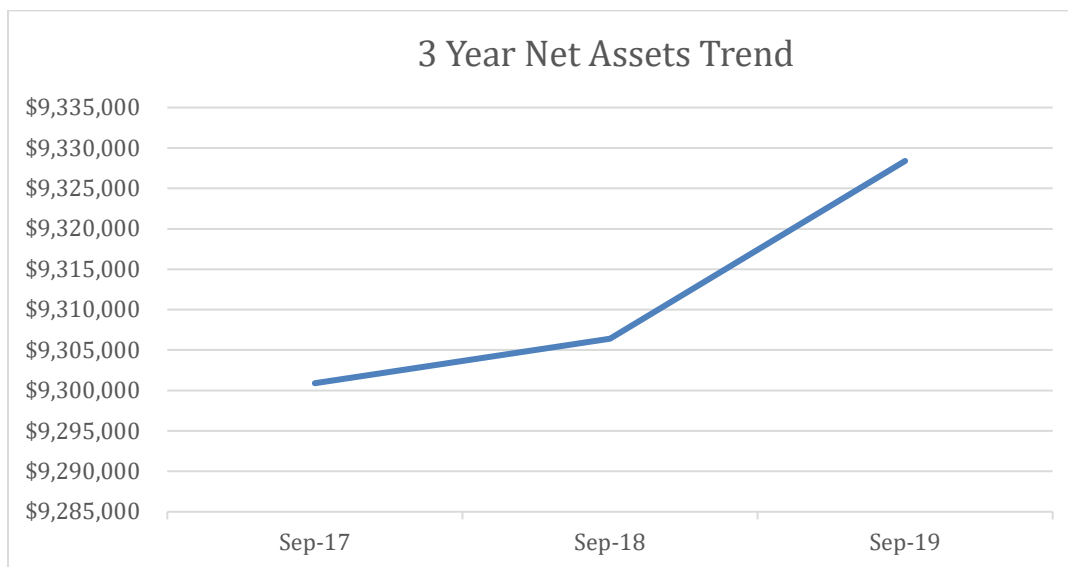
### Statement of Financial Position

The FBBC's September 2019 assets increased 1% when compared to the previous year. FBBC's September 2019 total assets are valued at \$9.4 million. This consists of 1% current assets, 37% property & equipment, and 62% investments. September 2019 investments increased by approximately \$82,000 compared to last year. This is mainly due to changes in investment performance.

September 2019 total liabilities increased by \$41,000 when compared to the previous year. This variance is due to an increase in accounts payable for new carpet installation.

September 2019 net assets are up by approximately \$22,000 when compared to last year. This variance is mainly due to increases in cash and favorable changes in investment performance.

As reflected in the following chart, this strong net asset position is the result of recent strong financial years.



## **Statement of Activities**

### **Revenue**

Currently, the FBBC's total revenue is approximately 2% above budget utilized to date. This is mostly due to higher than expected interest and dividend income.

### **Expenses**

Total expenses are in line with budget.

Federal Bar Building Corporation  
Statement of Financial Position  
As of September 30, 2019

	September 30, 2019	September 30, 2018
<b>Assets</b>		
Current Assets		
Cash & Cash Equivalents	\$ 32,395	\$ 16,949
Prepaid Expenses	56,115	36,695
Total Current Assets	88,510	53,644
Property & Equipment		
Fixed Assets	4,802,854	4,735,346
Accumulated Depreciation	(1,331,632)	(1,211,588)
Total Property & Equipment	3,471,222	3,523,758
Other Assets		
Investments	5,814,398	5,732,619
Total Other Assets	5,814,398	5,732,619
<b>Total Assets</b>	<b>\$ 9,374,130</b>	<b>\$ 9,310,021</b>
<b>Liabilities &amp; Net Assets</b>		
Liabilities		
Current Liabilities		
Accounts Payable	\$ 33,754	\$ 0
Accrued Expenses	0	4,180
Due to/Due from Affiliates	10,970	(575)
Total Current Liabilities	44,724	3,605
Total Liabilities	44,724	3,605
Net Assets		
Unrestricted Net Assets		
Net Assets, Beginning of Period	9,306,416	9,300,900
Change in Net Assets	22,990	5,516
Total Unrestricted Net Assets	9,329,406	9,306,416
Total Net Assets	9,329,406	9,306,416
<b>Total Liabilities &amp; Net Assets</b>	<b>\$ 9,374,130</b>	<b>\$ 9,310,021</b>

These financial statements were prepared by Tate & Tryon, CPAs. The statements were not subject to an audit, or other assurance services. Management has elected to omit the statement of cash flows and substantially all required disclosures.

**Federal Bar Building Corporation**  
**Statement of Activities**  
For the Twelve Months Ended September 30, 2019

	Month Ending 09/30/2019	Year To Date 09/30/2019	Year Ending 09/30/2019		
	Actual		Budget	Variance	% of Budget
<b>Support and Revenue</b>					
Rental Income	\$ 37,506	\$ 450,075	\$ 450,075	\$ 0	100 %
Interest & Dividend Income	17,996	161,593	150,000	(11,593)	108 %
Miscellaneous Income	0	232	0	(232)	0 %
<b>Total Support and Revenue</b>	<b>55,502</b>	<b>611,900</b>	<b>600,075</b>	<b>(11,825)</b>	<b>102 %</b>
<b>Expenses</b>					
Administrative Fees	2,333	28,000	28,000	0	100 %
Condo Fees	4,920	57,697	63,870	6,174	90 %
Depreciation	10,383	120,045	121,225	1,180	99 %
Real Estate Tax / Personal Property Tax	0	55,000	49,000	(6,000)	112 %
Repairs & Maintenance	1,950	1,950	3,500	1,550	56 %
Insurance	196	2,550	2,550	0	100 %
Investment Fees	2,388	27,995	29,000	1,005	97 %
Board Meetings	0	428	1,550	1,122	28 %
Postage	19	69	55	(14)	125 %
Telephone	11	178	250	71	71 %
Supplies	0	709	0	(709)	0 %
Stationery & Printing	0	518	0	(517)	0 %
Professional Fees	0	11,862	12,000	138	99 %
Travel	1,173	3,015	3,500	485	86 %
In-Kind Contribution Expense	32,506	390,075	390,075	0	100 %
Miscellaneous Expense	134	1,688	0	(1,688)	0 %
<b>Total Expenses</b>	<b>56,013</b>	<b>701,779</b>	<b>704,575</b>	<b>2,797</b>	<b>100 %</b>
<b>Total Change in Net Assets Before Other Income (Expense)</b>	<b>(511)</b>	<b>(89,879)</b>	<b>(104,500)</b>	<b>(14,621)</b>	<b>86 %</b>
<b>Other Income (Expense)</b>					
Realized Gains (Losses) on Sales of Investments	7,208	50,487	0	(50,487)	0 %
Unrealized Gains (Losses) on Investments	13,459	62,382	0	(62,382)	0 %
<b>Total Other Income (Expense)</b>	<b>20,667</b>	<b>112,869</b>	<b>0</b>	<b>(112,869)</b>	<b>0 %</b>
<b>Total Change in Net Assets</b>	<b>\$ 20,156</b>	<b>\$ 22,990</b>	<b>\$ (104,500)</b>	<b>\$ (127,490)</b>	<b>(22) %</b>

These financial statements were prepared by Tate & Tryon, CPAs. The statements were not subject to an audit, or other assurance services. Management has elected to omit the statement of cash flows and substantially all required disclosures.



## **Federal Bar Building Corporation**

### **Executive Summary of the Financial Statements as of December 31, 2019**

#### **Statement of Financial Position**

The FBBC's December 2019 assets increased 7% when compared to the previous year. December 2019 total assets are valued at \$9.5 million. This consists of 1% current assets, 36% property & equipment, and 63% investments. December 2019 investments increased by approximately \$700,000 compared to last year. This is mainly due to changes in investment performance.

December 2019 total liabilities increased by approximately \$750 when compared to the previous year. This variance is due to the timing of the fund transfer to FBA.

December 2019 net assets are up by approximately \$660,0900 when compared to last year. This variance is mainly due to increases in cash and favorable changes in investment performance.

#### **Statement of Activities**

##### **Revenues**

Currently, the FBBC's total revenue is 25% above budget utilized to date.

##### **Expenses**

Total expenses are tracking at 31%. This is due to the timing of the real estate tax, repairs and maintenance, and professional fees.

Federal Bar Building Corporation  
Statement of Financial Position  
As of December 31, 2019

	December 31, 2019	December 31, 2018
<b>Assets</b>		
Current Assets		
Cash & Cash Equivalents	\$ 15,881	\$ 5,529
Prepaid Expenses	113	0
Total Current Assets	15,994	5,529
Property & Equipment		
Fixed Assets	4,802,854	4,735,346
Accumulated Depreciation	(1,362,781)	(1,241,191)
Total Property & Equipment	3,440,073	3,494,155
Other Assets		
Investments	6,087,052	5,380,776
Total Other Assets	6,087,052	5,380,776
<b>Total Assets</b>	<b>\$ 9,543,119</b>	<b>\$ 8,880,460</b>
<b>Liabilities &amp; Net Assets</b>		
Liabilities		
Current Liabilities		
Accrued Expenses	\$ 0	\$ 319
Due to/Due from Affiliates	4,517	3,470
Total Current Liabilities	4,517	3,789
Total Liabilities	4,517	3,789
Net Assets		
Unrestricted Net Assets		
Net Assets, Beginning of Period	9,333,809	9,306,416
Change in Net Assets	204,793	(429,745)
Total Unrestricted Net Assets	9,538,602	8,876,671
Total Net Assets	9,538,602	8,876,671
<b>Total Liabilities &amp; Net Assets</b>	<b>\$ 9,543,119</b>	<b>\$ 8,880,460</b>

These financial statements were prepared by RSM US LLP. The statements were not subject to an audit, or other assurance services. Management has elected to omit the statement of cash flows and substantially all required disclosures.

**Federal Bar Building Corporation**  
**Statement of Activities**  
For the 3 Months Ended December 31, 2019

	Month Ending	Year To Date	Year Ending		% of Budget
	12/31/2019	12/31/2019	Budget	09/30/2020	
	Actual			Variance	
<b>Support and Revenue</b>					
Rental Income	\$ 37,506	\$ 112,519	\$ 450,075	\$ 337,556	25 %
Miscellaneous Income	242	241	0	(241)	0 %
<b>Total Support and Revenue</b>	<b>37,748</b>	<b>112,760</b>	<b>450,075</b>	<b>337,315</b>	<b>25 %</b>
<b>Expenses</b>					
Administrative Fees	2,333	7,000	28,000	21,000	25 %
Condo Fees	4,920	14,760	63,870	49,110	23 %
Depreciation	10,383	31,148	121,225	90,077	26 %
Real Estate Tax / Personal Property Tax	0	38,739	49,000	10,260	79 %
Repairs & Maintenance	1,535	1,535	3,500	1,965	44 %
Insurance	0	0	2,550	2,550	0 %
Board Meetings	0	0	1,550	1,550	0 %
Postage	0	105	0	(105)	0 %
Telephone	0	12	250	238	5 %
Supplies	0	0	55	55	0 %
Professional Fees	4,400	4,400	12,000	7,600	37 %
Travel	0	0	3,500	3,500	0 %
In-Kind Contribution Expense	37,506	112,519	390,075	277,557	29 %
Miscellaneous Expense	134	403	0	(403)	0 %
<b>Total Expenses</b>	<b>61,211</b>	<b>210,621</b>	<b>675,575</b>	<b>464,954</b>	<b>31 %</b>
<b>Total Change in Net Assets Before Other Income (Expense)</b>	<b>(23,463)</b>	<b>(97,861)</b>	<b>(225,500)</b>	<b>(127,639)</b>	<b>43 %</b>
<b>Other Income (Expense)</b>					
Interest & Dividend Income	56,153	64,572	150,000	85,428	43 %
Investment Fees	(2,156)	(6,369)	(29,000)	(22,631)	22 %
Unrealized Gains (Losses) on Investments	59,386	244,451	0	(244,451)	0 %
<b>Total Other Income (Expense)</b>	<b>113,383</b>	<b>302,654</b>	<b>121,000</b>	<b>(181,654)</b>	<b>250 %</b>
<b>Total Change in Net Assets</b>	<b>\$ 89,920</b>	<b>\$ 204,793</b>	<b>\$ (104,500)</b>	<b>\$ (309,293)</b>	<b>(196) %</b>

These financial statements were prepared by RSM US LLP. The statements were not subject to an audit, or other assurance services. Management has elected to omit the statement of cash flows and substantially all required disclosures.

# TAB B

Report from the President



# Federal Bar Association

## ACTIONS OF THE BOARD OF DIRECTORS FY2020

### September 5, 2019 Meeting

- Adopted a resolution that authorizes and empowers the Executive Director, President, and Treasurer to execute agreements, give direction, and receive information to/from SunTrust Bank regarding the investment and custody accounts of the Federal Bar Association
- Adopted a resolution that authorizes and empowers the Executive Director, President, and Treasurer to act, give instructions, access information, use Bank's services, perform transactions, enter into agreements, and delegate authority on behalf the operational account of the Federal Bar Association at SunTrust Bank

### October 8, 2019 Meeting

- Approved FY2020 committee appointments

### January 17, 2020 Meeting

- Approved proposed amendments to the Bylaws that authorizes the Board of Directors to establish the payment schedule for annual dues and establishes a standing Diversity and Inclusion Committee
- Approved the 2020 Budget Reforecast
- Approved the revised Securities Law Section Bylaws
- Approved a Leadership Agreement
- Approved the San Diego Chapter Membership Pilot Program

### February 5, 2020 Meeting

- Approved a 2019-2020 base salary in the amount set forth in Executive Director Stacy King's Employment Agreement paragraph 4.3.4, and awarded Ms. King the full amount of the "potential bonus" as allowed by her employment contract in the current year, as set forth in paragraph 4.3.3.

### February 19, 2020 email vote

- Approved the FBA Statement of the Rule of Law and an Independent Judiciary.

### March 5, 2020 email vote

- Approved the FBA Statement on Attacks of the Judiciary.



*Pursuant to the FBA Constitution and Bylaws, and in accordance with the notice disseminated earlier this year, the Nominations & Elections Committee has met and considered applications for nomination to FBA national office. The committee has nominated the following members for the offices indicated.*

The names of these candidates will be listed on the Notice of Election that will be distributed to each member in good standing as of June 15, 2020.

<b>Candidates</b>	<b>Position</b>
Anh Le Kremer	President-Elect
Matthew C. Moschella	Treasurer
Ernest T. Bartol	Director (Group 1-Vice Presidents for the Circuits)
Glen R. McMurry	Director (Group 2-Chairs for the Sections and Divisions)
Michael S. Vitale	Director (Group 3-Chapter Presidents)
Adine S. Momoh	Director (Group 4-Younger Lawyers)
Scott P. Lopez	Vice President for the First Circuit
Dina Miller	Vice President for the Second Circuit
Frank J. McGovern	Vice President for the Third Circuit
Hannah Rogers Metcalfe	Vice President for the Fourth Circuit
Mark L. Barbre	Vice President for the Fifth Circuit
Glen R. McMurry	Vice President for the Sixth Circuit
Melissa N. Schoenbein	Vice President for the Seventh Circuit
Adam Hansen	Vice President for the Eighth Circuit
Laura Conover	Vice President for the Ninth Circuit
Kristen R. Angelos	Vice President for the Tenth Circuit
Lauren Millcarek	Vice President for the Eleventh Circuit
Jessica R. Toplin	Vice President for the D.C. Circuit

**Petitions**

Members who have not been nominated for office by the Committee, but who wish to be placed on the ballot for national office, may do so by delivering to Christian K. Adams, Chair of the Nominations and Elections Committee, at [elections@fedbar.org](mailto:elections@fedbar.org), a [petition](#), including an [Application](#), specifying the office being sought and bearing the required number of signatures, i.e., fifty (50) signatures for national offices; twenty (20) signatures for vice presidents for the circuits by members within the respective circuit. No member shall be eligible as an endorser of a petition whose dues are not paid for the current fiscal year or who is not otherwise in good standing. Each petition may propose nominees for one or more offices; however, in no event shall any member be eligible as an endorser of more than one candidate for the same office. Petitions must be received by 11:59 p.m. EDT on **Monday, April 27, 2020**.

**Notice of Election, Ballots and Voting**

In accordance with Bylaw 6(D), by **June 15, 2020**, the Committee shall cause a Notice of Election to be sent to each member of the Association in good standing. The notice shall list

the names of all nominated candidates and candidates by petition in alphabetical order under each elective office. The notice also shall contain such instructions as necessary for members to cast their votes as prescribed by policy adopted by the Board of Directors. A suspended member who is restored to good standing after the transmittal of the notice and who, prior to the election's close, delivers to the Committee evidence of good standing, shall thereupon be entitled to vote. In an uncontested election, the Association shall only send the Notice of Election electronically to members.

The ballot shall contain the names of all nominated candidates and candidates by petition for each elective office as well as space for a write-in candidate for each elective office. Completed ballots shall be received by the Chair of the Committee or by such person as designed by the Chair no later than July 1. The Committee shall review and certify the tabulated votes and report as elected the candidate for each office who has received a plurality of the votes cast for that office by July 2.

Christian K. Adams  
*National President and  
Chair, Nominations and Elections Committee*

# TAB C

Report from the President of the Foundation



# Foundation of the Federal Bar Association

*Chartered by Act of Congress, August 24, 1954*

## Operations Update March 2020

### **Fellows**

As of Feb. 7, we have 268 Fellows. There will not be an Annual Fellows Dinner during the March Centennial Celebration due to scheduling constraints.

### **Chapter Community Outreach Grant Program**

The Chapter Community Outreach Grant Selection Committee met Jan. 8 and recommended the following grant awards:

#### *Northern District of Ohio Chapter – My Day in Court*

Amount awarded: \$2,000

Minorities are underrepresented in the legal profession. Our chapter plans to host “My Day in Court,” a half-day event that will target students with an interest in a career in the law but do not have lawyers in their families or come from underserved communities. The event will include a tour of the courthouse, a Q&A session with federal judges, and a panel discussion from first-generation lawyers. Our hope is that the event will arm students with the information and resources needed to successfully pursue a legal career.

#### *Chicago Chapter – William J. Hibbler Schoolhouse to Courthouse Program*

Amount awarded: \$1,000

The William J. Hibbler Schoolhouse to Courthouse Program brings a class of Chicago public school students to our federal courthouse to meet with lawyers and other federal court personnel, present mock oral arguments before sitting judges, and engage with federal district court judges where the students eagerly ask questions about the federal court system and the role of its judges. We then host the students at a business-style lunch where we review the day’s events and hear from a speaker intended to inspire them to strive for success.

#### *Eastern District of Michigan Chapter – Court Video Project*

Amount awarded: \$2,500

The Eastern District of Michigan Chapter is applying for a grant to help fund a 60-minute professionally produced documentary to run in two segments. The first segment is a dedicated introduction to the federal judicial system and the history of our courthouses in Detroit, Ann Arbor, Flint, and Port Huron. The second segment will highlight significant cases in our district dating from the 1940s to the present. The project requires significant funding and is intended to benefit chapter members and the general public through education and the preservation of court history.

*P. Michael Mahoney Chapter (Rockford, IL) – Northern Illinois Univ. College of Law Prisoners' Rights Project*

Amount awarded: \$2,000

An ad hoc committee of the Mahoney Chapter has established a legal clinic at the Law School through which senior law students who are also student members of the Federal Bar Association work under the direct supervision of an experienced trial lawyer (and Chapter member) to represent prisoners incarcerated in state and federal corrections facilities in the trial of civil rights cases before the U.S. District Court for the Northern District of Illinois, Western Division.

**The next round of applications will be due June 15.**

### **Diversity Grants**

The Diversity Grant Selection Committee met Jan. 9 and recommended the following grant awards:

*North Central Florida Chapter – Devil in the Grove: Lessons from Florida's Civil Rights History to Impact Today*

Amount awarded: \$2,000 for honorarium

The objective of this program is to share a seminal civil rights story that occurred in our backyard with our local bar and interested members of our community so history does not repeat itself, to raise cultural awareness, to encourage respect for the role lawyers have played in the civil rights movement, and inspire continued engagement in addressing civil rights injustices. The program will feature keynote speaker Gilbert King, author of the Pulitzer Prize winning book, *Devil in the Grove*, a story of Thurgood Marshall, the Groveland Boys, and the Dawn of the New America. The program is expected to raise awareness in the local bar and community about the important role federal practitioners play in the system of justice, as well as help garner respect and support for the work lawyers do, often pro bono.

*Northern District of Ohio Chapter – Oh No-Not Another Discussion on Diversity and Inclusion*

Amount awarded: \$2,000

This grant will support a 4-part program focused upon the promotion of diversity and reduction of bias. The FBA NDO is lacking in racial diversity and seeks avenues for increasing the pipeline of diverse new members. This Project will first focus on law students of color in local law schools by inviting students to meet former Federal Judicial law clerks and current federal attorneys of color in the courtroom of the former Chief Judge who is a minority. The Project will then pivot to focus on the Bar at large regarding implicit bias and its' insidious impact on the legal community, i.e. miscommunication, biased perceptions and limited opportunities for minorities. This discussion will take place in 3 CLE brown bag lunches lead by a current Federal Judge and Magistrate Judge of our District.

**The next round of applications will be due June 15.**

### **Robert S. McNew Law Student Scholarship**

The 2020 McNew Scholarship Committee met via teleconference Jan. 7 to review 20 applications received by the November 30 deadline. The committee recommends awarding the 2020 Robert A. McNew Law Student Scholarship to Amanda Finch, a second-year law student at the University of Oklahoma College of Law in Oklahoma City.

Amanda received her undergraduate and master's degrees with honors from Southern Nazarene University and Oklahoma City University, respectively. As director of outreach for the FBA

University of Oklahoma Student Board of Directors she designed and implemented a three-part panel series on criminal, civil, and judicial federal practice. Her extensive volunteer experience includes youth outreach with Oklahoma City Public Schools and the YMCA.

Her graduate education in criminology has already afforded Amanda a strong legal background. She served as correctional/probation officer with the State of Oklahoma Department of Corrections and as a patrol officer with the Oklahoma City University Police Department. She was a legal intern with Legal Aid Services of Oklahoma and a summer law clerk with the Western District of Oklahoma U.S. Attorney's Office. Amanda has been a legal intern with Leonard & Associates since August, working in the Federal Employment Discrimination Department.

Amanda wrote in her essay about how becoming a single mom helped her realize that "leadership strength does not emanate from being able to fix all the problems alone. Instead, leadership happens when one anticipates needs and bridge resources to meet those needs. Effective, efficient, informed decision-making became my passion. Whether updating a non-profit organization's security protocols or establishing a self-defense course for human trafficking victims, I am committed to exceeding expectations through providing resources. I strive to encourage those around me to do the same."

In a glowing recommendation, Timothy J. Downing, U.S. Attorney for the Western District of Oklahoma, said Amanda is "exceptional" an enthusiasm that is contagious.

"Amanda Finch is a star. To say that I have had the privilege of serving as her 'mentor' through the Federal Bar Association's student/attorney mentorship program would be to overvalue my own talents relative to hers. Amanda may still be a law student, but her skills and maturity put her on par with many attorneys with years of real-world experience."

### **Kintner Public Service Scholarship**

The \$5,000 Public Service Scholarship is awarded to one high school senior each spring. A notice and application was prepared and sent in February to all public sector members and to the general counsels of government agencies. Notices will be included in several FBA e-news editions. At least one of the parents (or guardians) of the student must be a current federal government attorney or federal judge and member in good standing of the FBA. If a non-member joins the FBA prior to the application deadline of April 30, his or her child will be eligible for the scholarship.

### **Moot Court Sponsorship**

The Foundation will continue its sponsorship of the Annual Thurgood Marshall Moot Court Competition for 2020, to be held March 18-19 during Leadership Summit in March.



# Foundation of the Federal Bar Association

Chartered by Act of Congress, August 24, 1954

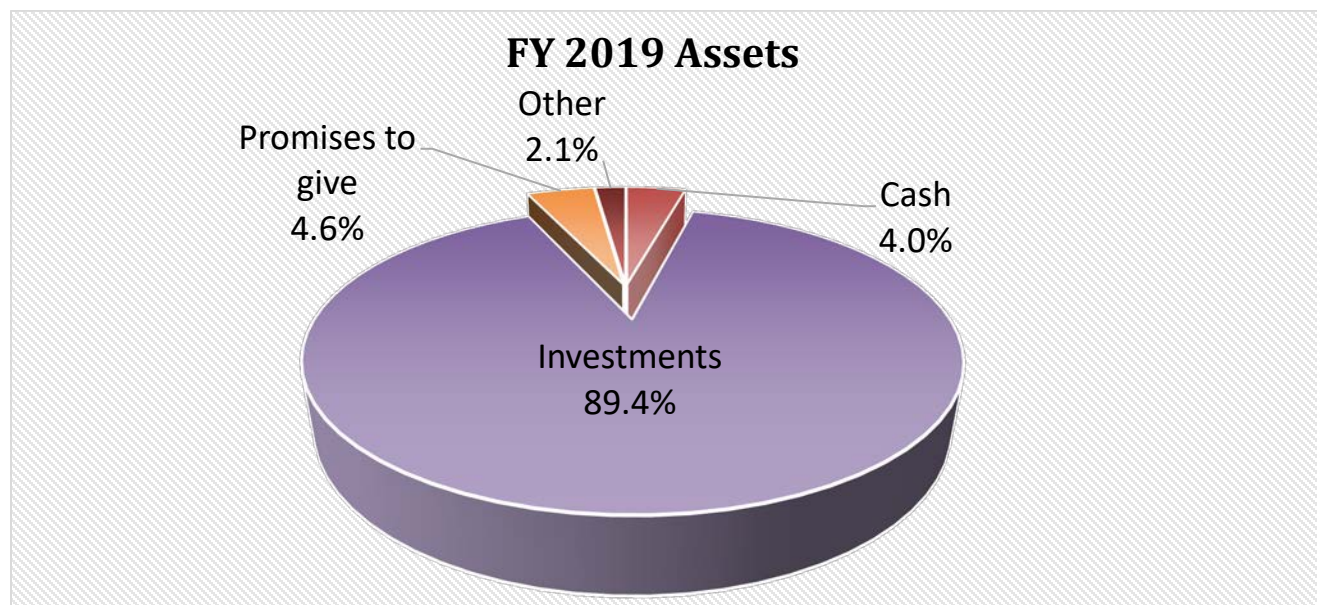
## Executive Summary of the Financial Statements as of September 30, 2019

### Statement of Financial Position

The Foundation's financial position remains strong with most of the assets being free from liabilities. More specifically, the following variances to the same time last year are as follows:

- September 2019 cash is up by approximately \$9,000 compared to last year. This variance is mainly due to payments received for Fellows' contributions and donations for the Centennial Fund.
- Investments are up by \$34,500. This is due to the favorable performance in the market.
- Promises to give are up by \$6,200 due to an increase in Fellows' pledges.

September 2019 total assets are valued at \$1.14 million. This consists of 89% investments, 5% promises to give, 4% cash, and 2% other assets.



September 2019 net assets have increased by 6% when compared to last year and are approximately 52 months of operating expenses.

**Statement of Activities**

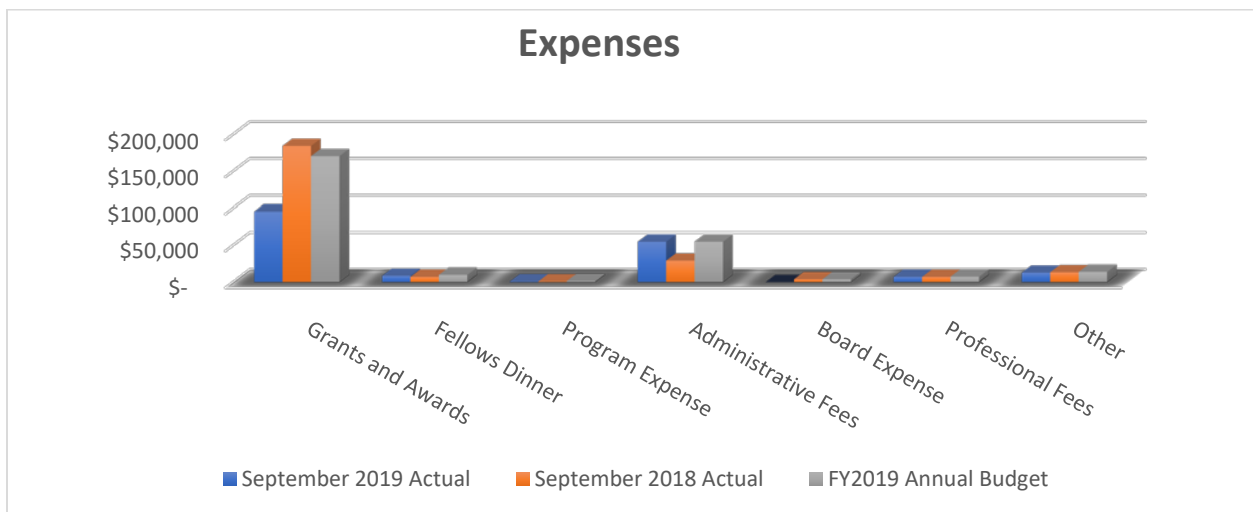
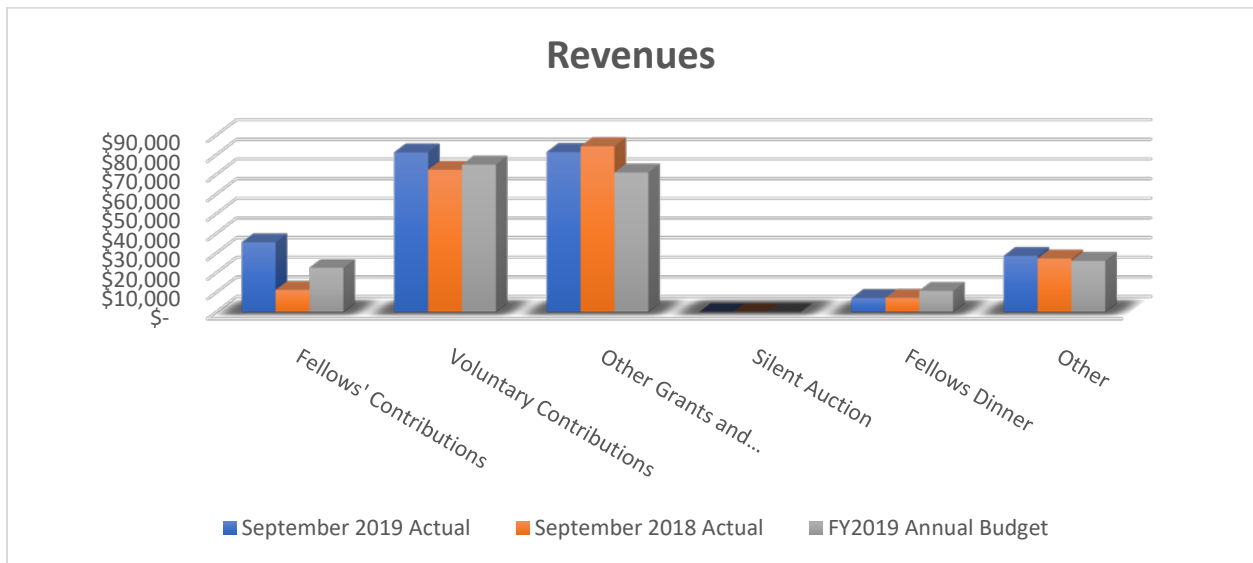
**Revenues**

The Foundation’s revenue is 14% above annual budget. This is due to an increase in Fellows’ pledges and contributions for the Centennial Fund.

**Expenses**

Overall program expenses are 42% below annual budget mainly due to decreases in spending on grants and awards and travel expenses.

Overall management and support expenses are 5% below annual budget due to decreases in spending on board and office expenses.





# Foundation of the Federal Bar Association

Chartered by Act of Congress, August 24, 1954

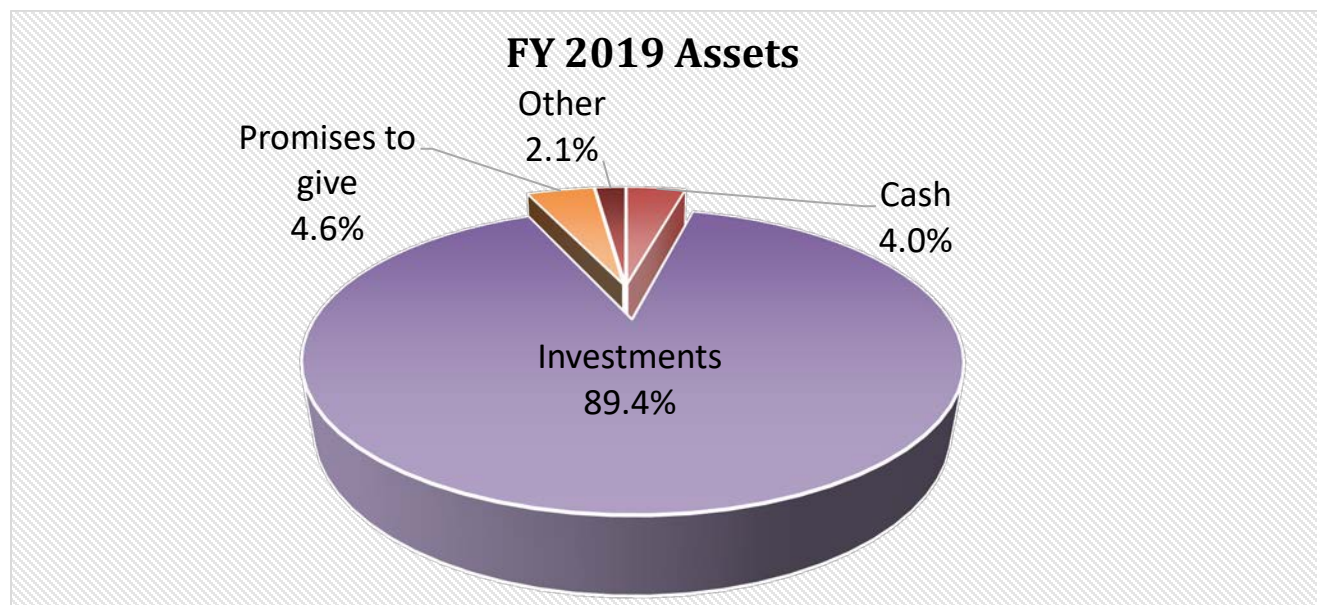
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**Statement of Activities**

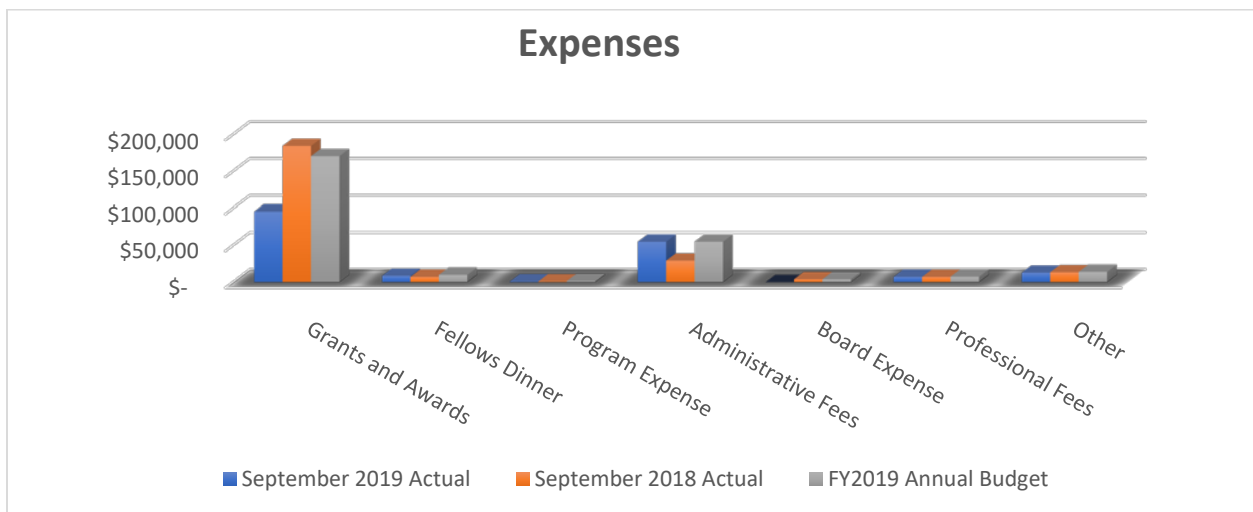
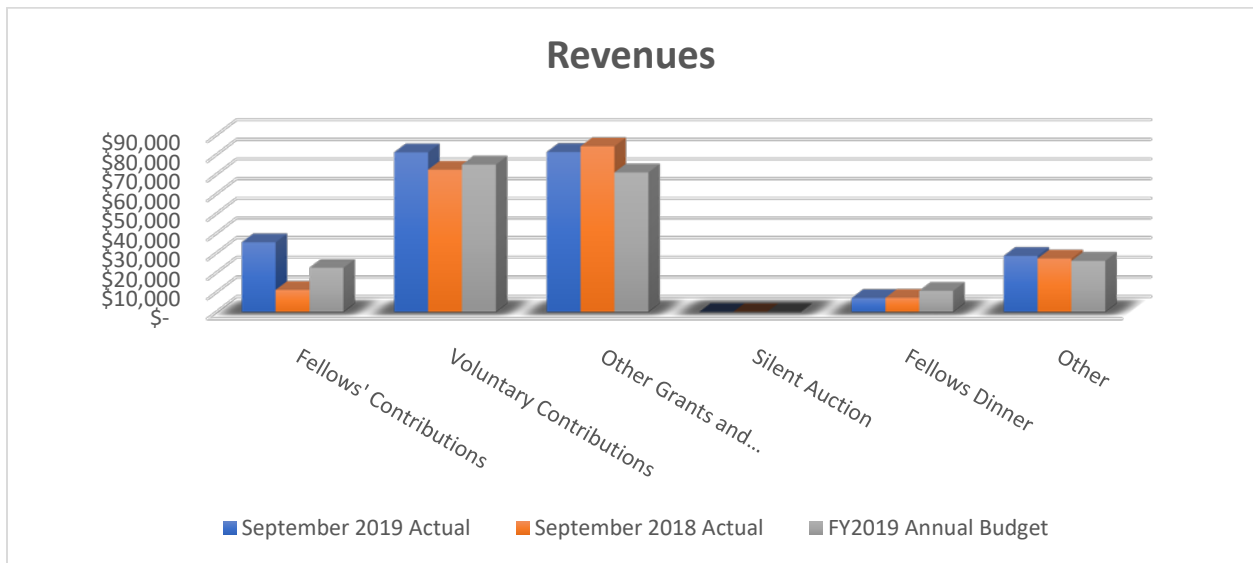
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Overall management and support expenses are 5% below annual budget due to decreases in spending on board and office expenses.



Foundation of the Fed Bar Association  
Statement of Financial Position  
As of September 30, 2019

	September 30, 2019	September 30, 2018
<b>Assets</b>		
Current Assets		
Cash and cash equivalents	\$ 45,660	\$ 36,613
Investments	1,020,973	986,476
Promises to give	5,300	6,180
Due to/Due from Affiliates	12,033	12,261
Total Current Assets	1,083,966	1,041,530
Other Assets		
Computer equipment and software	11,400	0
Promises to Give, Long-Term Net	46,737	39,682
Total Other Assets	58,137	39,682
<b>Total Assets</b>	<b>\$ 1,142,103</b>	<b>\$ 1,081,212</b>
<b>Liabilities &amp; Net Assets</b>		
Liabilities		
Current Liabilities		
Accounts Payable	\$ 500	\$ 3,020
Total Current Liabilities	500	3,020
Total Liabilities	500	3,020
Net Assets, End of Period		
Without Donor Restriction	927,031	863,620
With Donor Restriction	214,572	214,572
Total Net Assets, End of Period	1,141,603	1,078,192
<b>Total Liabilities &amp; Net Assets</b>	<b>\$ 1,142,103</b>	<b>\$ 1,081,212</b>

These financial statements were prepared by Tate & Tryon, CPAs. The statements were not subject to an audit, or other assurance services. Management has elected to omit the statement of cash flows and substantially all required disclosures.

Foundation of the Fed Bar Association  
 Statements of Activities and Changes in Net Assets  
 For the Twelve Months Ended September 30, 2019

	FY2019 YTD	FY2018 YTD	FY2019 Budget	Percent of Budget
Grants and Contributions				
Fellows' Contributions	\$ 35,480	\$ 11,228	\$ 22,500	158 %
Voluntary Contributions	81,223	72,386	75,000	108 %
Other Grants and Contributions	81,375	84,334	71,000	115 %
Total Grants and Contributions	<u>198,078</u>	<u>167,948</u>	<u>168,500</u>	<u>118 %</u>
Support and Revenue				
Fellows Dinner	7,100	7,250	10,750	66 %
Interest Earned	28,550	27,179	26,000	110 %
Total Support and Revenue	<u>233,728</u>	<u>202,377</u>	<u>205,250</u>	<u>114 %</u>
Expenses				
Program				
Grants and Awards	95,754	184,440	170,500	56 %
Fellows Dinner	8,707	7,207	10,000	87 %
Travel	933	4,693	2,500	37 %
Program Expenses	1,101	1,040	1,500	73 %
Total Program	<u>106,495</u>	<u>197,380</u>	<u>184,500</u>	<u>58 %</u>
Management and Support				
Administrative Fees	55,000	29,300	55,000	100 %
Insurance	984	700	984	100 %
Board Expense	78	4,051	4,000	2 %
Office Expense	815	1,732	1,500	54 %
Postage	1,106	1,027	1,500	74 %
Professional Fees	7,308	7,143	7,500	97 %
Miscellaneous Expense	9,095	5,313	7,500	121 %
Total Management and Support	<u>74,386</u>	<u>49,266</u>	<u>77,984</u>	<u>95 %</u>
Total Expenses	<u>180,881</u>	<u>246,646</u>	<u>262,484</u>	<u>69 %</u>
Total Change in Net Assets before Other In- come (Expenses)	<u>52,848</u>	<u>(44,269)</u>	<u>(57,234)</u>	<u>(92) %</u>
Other Income (Expense)				
Unrealized Gain/(Loss) on Investments	10,484	20,702	0	0 %
Realized Gain/ (Loss) on Investments / Sale of Assets	79	29,591	0	0 %
Total Other Income (Expense)	<u>10,563</u>	<u>50,293</u>	<u>0</u>	<u>0 %</u>
Total Change in Net Assets	63,411	6,024	(57,234)	(111) %
Net Assets, Beginning of Period	1,078,192	1,072,167	0	0 %
Net Assets, End of Period	<u>\$ 1,141,603</u>	<u>\$ 1,078,192</u>	<u>\$ (57,234)</u>	<u>(1,995) %</u>

These financial statements were prepared by Tate & Tryon, CPAs. The statements were not subject to an audit, or other assurance services. Management has elected to omit the statement of cash flows and substantially all required disclosures.

**THE FOUNDATION OF THE FEDERAL BAR ASSOCIATION**  
**Schedule of Fund Activity**  
**For the Twelve Months Ended September 30, 2019**

	Without Donor Restrictions		With Donor Restrictions								Total	
	Operating Fund	Foundation Corpus	Fellow LT	Minnesota Donor Advised Fund	Michael Shaw Public Service Award Fund	Boots Fisher Memorial Fund	Judicial Research & Education Fund	Moot Court Competition Fund	John T. Stewart, Jr. Scholarship Fund	Hurricane Disaster Fund		Centennial Fund
<b>Support and Revenue:</b>												
Grants and Contributions:												
Voluntary Contributions	\$ 81,223	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	81,223
Fellows program	-	36,720	(1,240)	-	-	-	-	-	-	-	-	35,480
Fellows Dinner	-	7,100	-	-	-	-	-	-	-	-	-	7,100
Other Grants and Contributions	-	-	-	40,575	10,000	-	-	-	-	150	30,650	81,375
Silent Auction	-	-	-	-	-	-	-	-	-	-	-	-
Memoriams and Remembrances	-	-	-	-	-	-	-	-	-	-	-	-
Miscellaneous income	-	-	-	-	-	-	-	-	-	-	-	-
Unrealized Gain/(Loss) on Inv.	10,484	-	-	-	-	-	-	-	-	-	-	10,484
Realized Gain/ (Loss) on Inv.	79	-	-	-	-	-	-	-	-	-	-	79
Interest Income	6,442	17,145	-	233	220	630	3,431	344	105	-	-	28,550
<b>Total Support and Revenue</b>	<b>98,228</b>	<b>60,965</b>	<b>(1,240)</b>	<b>40,808</b>	<b>10,220</b>	<b>630</b>	<b>3,431</b>	<b>344</b>	<b>105</b>	<b>150</b>	<b>30,650</b>	<b>244,291</b>
<b>Expenses:</b>												
Fellows Dinner Expense	-	8,707	-	-	-	-	-	-	-	-	-	8,707
Travel	933	-	-	-	-	-	-	-	-	-	-	933
Program Expenses	1,101	-	-	-	-	-	-	-	-	-	-	1,101
Board Meeting Expense	78	-	-	-	-	-	-	-	-	-	-	78
Grants	42,481	-	-	40,575	10,000	1,000	-	-	-	1,698	-	95,754
Administrative Costs	55,000	-	-	-	-	-	-	-	-	-	-	55,000
Insurance	984	-	-	-	-	-	-	-	-	-	-	984
Postage and Mailing Expense	1,106	-	-	-	-	-	-	-	-	-	-	1,106
Professional Fees	7,308	-	-	-	-	-	-	-	-	-	-	7,308
Supplies	815	-	-	-	-	-	-	-	-	-	-	815
Miscellaneous Expense	9,095	-	-	-	-	-	-	-	-	-	-	9,095
<b>Total Expenses</b>	<b>118,901</b>	<b>8,707</b>	<b>-</b>	<b>40,575</b>	<b>10,000</b>	<b>1,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,698</b>	<b>-</b>	<b>180,881</b>
Change in Net Assets	(20,673)	52,258	(1,240)	233	220	(370)	3,431	344	105	(1,548)	30,650	63,411
Net Assets, Beginning of Year	235,128	647,483	6,631	8,787	8,302	23,795	129,577	12,980	3,961	1,548	-	1,078,192
Net Assets, End of Period	\$ 214,455	\$ 699,741	\$ 5,391	\$ 9,020	\$ 8,522	\$ 23,425	\$ 133,008	\$ 13,324	\$ 4,066	\$ -	\$ 30,650	\$ 1,141,603



# Foundation of the Federal Bar Association

Chartered by Act of Congress, August 24, 1954

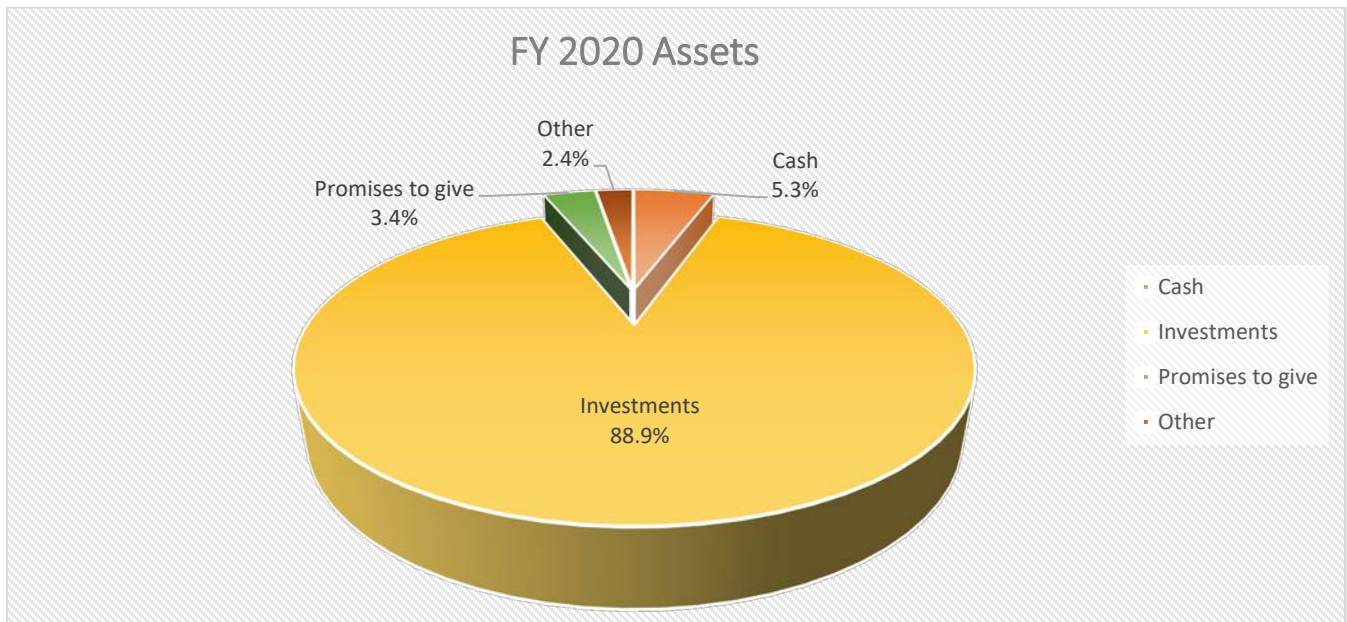
## Executive Summary of the Financial Statements as of December 31, 2019

### Statement of Financial Position

The Foundation's financial position remains strong with most of the assets being free from liabilities. December 2019 cash is up by about \$26,000 compared to last year. This variance is mainly due to the timing of the fund transfer from FBA.

- Investments are up by \$193,000. This is due to performance in the market.
- Due to affiliates are up by \$2,800 due to timing of the fund transfer from the FBA.
- Promises to give are down by about \$3,000 due to payments received on pledges.

December 2019 total assets are valued at \$1.2 million. This consists of 89% investments, 4% promises to give, 5% cash and 2% other assets.

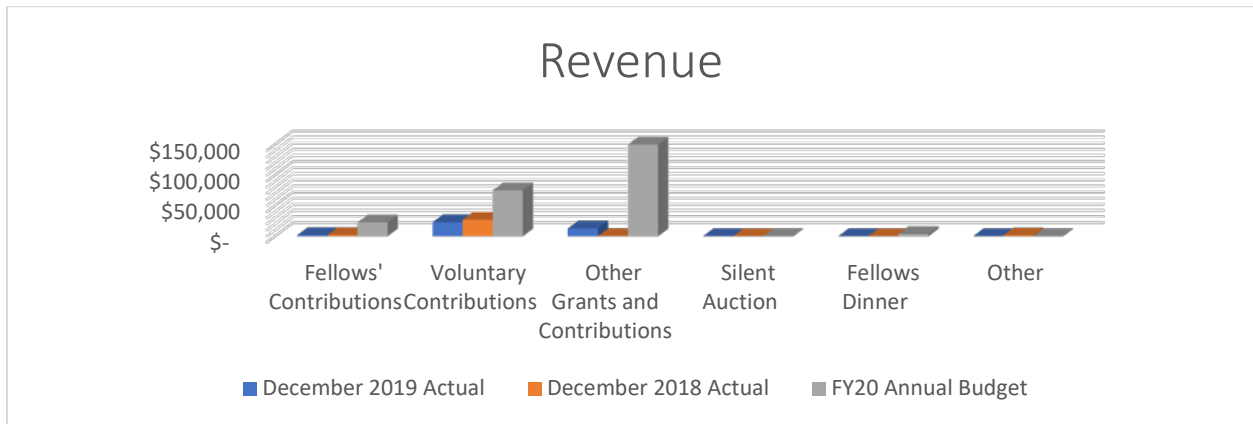


The Foundation's December 2019 net assets have increased by 23% when compared to last year and are approximately 55 months of operating expenses. In general, 6 to 12 months is recommended for an organization such as FFBA.

**Statement of Activities**

**Revenue**

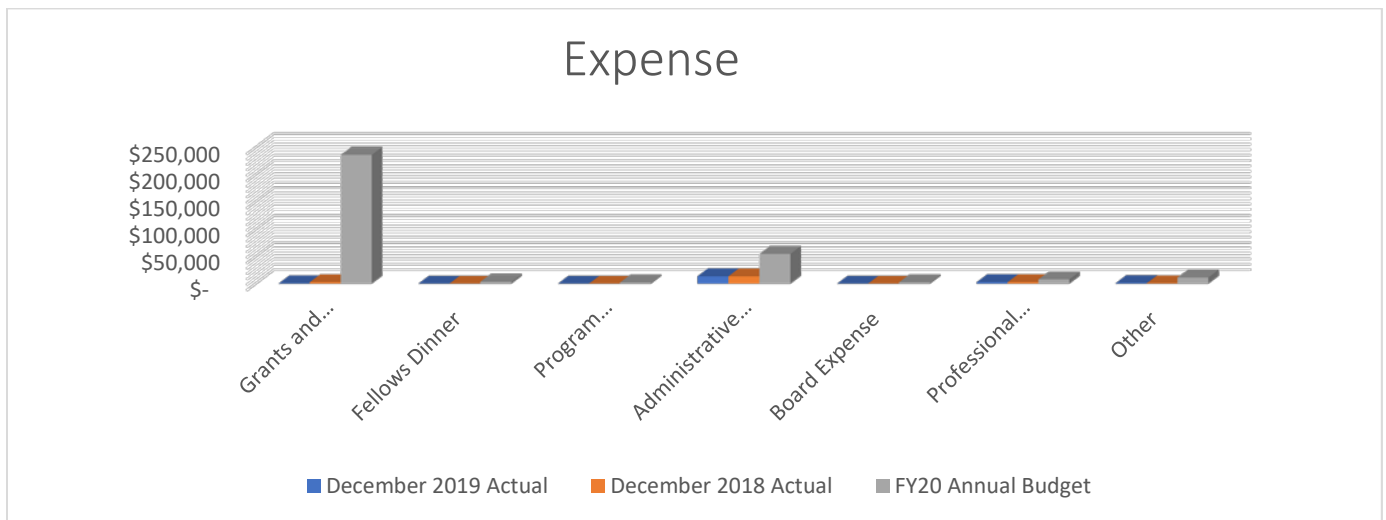
The Foundation’s December 2019 year-to-date revenue is around 15% of the annual budget. This is mostly due to the timing of fellows’ contributions and other revenues.



**Expenses**

Overall program expenses have not yet to reach a percentage of the annual budget mainly due to the timing of the grants and awards.

Overall management and support expenses are around 24% of the annual budget. This is mainly due to the timing of management and general expenses and professional fees.



Foundation of the Fed Bar Association  
Statement of Financial Position  
As of December 31, 2019

	December 31, 2019	December 31, 2018
<b>Assets</b>		
Current Assets		
Cash and cash equivalents	\$ 64,059	\$ 37,927
Investments	1,079,020	885,960
Promises to give	4,800	5,180
Due to/Due from Affiliates	18,635	15,794
Total Current Assets	1,166,514	944,861
Other Assets		
Computer equipment and software	11,400	5,700
Accumulated Depreciation	(950)	0
Promises to Give, Long-Term Net	36,437	39,082
Total Other Assets	46,887	44,782
<b>Total Assets</b>	<b>\$ 1,213,401</b>	<b>\$ 989,643</b>
<b>Liabilities &amp; Net Assets</b>		
Liabilities		
Current Liabilities		
Accounts Payable	\$ 0	\$ 1,000
Total Current Liabilities	0	1,000
Total Liabilities	0	1,000
Net Assets, End of Period		
Without Donor Restriction	998,829	774,071
With Donor Restriction	214,572	214,572
Total Net Assets, End of Period	1,213,401	988,643
<b>Total Liabilities &amp; Net Assets</b>	<b>\$ 1,213,401</b>	<b>\$ 989,643</b>

These financial statements were prepared by RSM US LLP. The statements were not subject to an audit, or other assurance services. Management has elected to omit the statement of cash flows and substantially all required disclosures.

Foundation of the Fed Bar Association  
 Statements of Activities and Changes in Net Assets  
 For the Three Months Ended December 31, 2019

	FY2020 YTD	FY2019 YTD	FY2020 Budget	Percent of Budget
Grants and Contributions				
Fellows' Contributions	\$ 1,800	\$ 1,820	\$ 22,500	8 %
Voluntary Contributions	22,915	26,901	75,000	31 %
Other Grants and Contributions	12,750	150	150,000	9 %
Total Grants and Contributions	<u>37,465</u>	<u>28,871</u>	<u>247,500</u>	<u>15 %</u>
Support and Revenue				
Fellows Dinner	0	0	3,500	0 %
Miscellaneous Revenue	0	1,250	0	0 %
Total Support and Revenue	<u>37,465</u>	<u>30,121</u>	<u>251,000</u>	<u>15 %</u>
Expenses				
Program				
Grants and Awards	522	2,698	236,500	0 %
Fellows Dinner	0	0	3,500	0 %
Travel	0	0	2,500	0 %
Program Expenses	0	0	2,000	0 %
Total Program	<u>522</u>	<u>2,698</u>	<u>244,500</u>	<u>0 %</u>
Management and Support				
Administrative Fees	13,750	13,750	55,000	25 %
Insurance	0	0	1,750	0 %
Board Expense	0	0	2,500	0 %
Office Expense	0	196	1,500	0 %
Postage	80	371	1,500	5 %
Professional Fees	2,750	2,749	8,000	34 %
Depreciation	950	0	2,280	42 %
Miscellaneous Expense	73	80	2,000	4 %
Total Management and Support	<u>17,603</u>	<u>17,146</u>	<u>74,530</u>	<u>24 %</u>
Total Expenses	<u>18,125</u>	<u>19,844</u>	<u>319,030</u>	<u>6 %</u>
Total Change in Net Assets before Other In- come (Expenses)	<u>19,340</u>	<u>10,277</u>	<u>(68,030)</u>	<u>(28) %</u>
Other Income (Expense)				
Interest Earned	15,224	13,249	21,000	72 %
Investment Fees	(1,304)	(1,197)	0	0 %
Unrealized Gain/(Loss) on Investments	44,238	(111,877)	0	0 %
Total Other Income (Expense)	<u>58,158</u>	<u>(99,825)</u>	<u>21,000</u>	<u>277 %</u>
Total Change in Net Assets	<u>\$ 77,498</u>	<u>\$ (89,548)</u>	<u>\$ (47,030)</u>	<u>(165) %</u>
Net Assets, Beginning of Period	1,135,903	1,078,192		
Net Assets, End of Period	<u>\$ 1,213,401</u>	<u>\$ 988,643</u>		

These financial statements were prepared by RSM US LLP. The statements were not subject to an audit, or other assurance services. Management has elected to omit the statement of cash flows and substantially all required disclosures.

**THE FOUNDATION OF THE FEDERAL BAR ASSOCIATION**  
**Schedule of Fund Activity**  
**For the Three Months Ended December 31, 2019**

	Without Donor Restrictions		With Donor Restrictions							Total	
	Operating Fund	Foundation Corpus	Fellow LT	Minnesota Donor Advised Fund	Michael Shaw Public Service Award Fund	Boots Fisher Memorial Fund	Judicial Research & Education Fund	Moot Court Competition Fund	John T. Stewart, Jr. Scholarship Fund		Centennial Fund
<b>Support and Revenue:</b>											
Grants and Contributions:											
Voluntary Contributions	\$ 22,915	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 22,915
Fellows program	-	1,800	-	-	-	-	-	-	-	-	1,800
Fellows Dinner	-	-	-	-	-	-	-	-	-	-	-
Other Grants and Contributions	-	-	-	-	-	-	-	-	-	12,750	12,750
Silent Auction	-	-	-	-	-	-	-	-	-	-	-
Memoriams and Remembrances	-	-	-	-	-	-	-	-	-	-	-
Miscellaneous income	-	-	-	-	-	-	-	-	-	-	-
Unrealized Gain/(Loss) on Inv.	44,238	-	-	-	-	-	-	-	-	-	44,238
Realized Gain/ (Loss) on Inv.	-	-	-	-	-	-	-	-	-	-	-
Interest Income	2,946	9,302	-	121	114	314	1,783	179	54	411	15,224
<b>Total Support and Revenue</b>	<b>70,099</b>	<b>11,102</b>	<b>-</b>	<b>121</b>	<b>114</b>	<b>314</b>	<b>1,783</b>	<b>179</b>	<b>54</b>	<b>13,161</b>	<b>96,927</b>
<b>Expenses:</b>											
Fellows Dinner Expense	-	-	-	-	-	-	-	-	-	-	-
Travel	-	-	-	-	-	-	-	-	-	-	-
Program Expenses	-	-	-	-	-	-	-	-	-	-	-
Board Meeting Expense	-	-	-	-	-	-	-	-	-	-	-
Grants	(478)	-	-	-	-	1,000	-	-	-	-	522
Administrative Costs	13,750	-	-	-	-	-	-	-	-	-	13,750
Insurance	-	-	-	-	-	-	-	-	-	-	-
Investment Fees	1,304	-	-	-	-	-	-	-	-	-	1,304
Postage and Mailing Expense	80	-	-	-	-	-	-	-	-	-	80
Professional Fees	2,750	-	-	-	-	-	-	-	-	-	2,750
Supplies	-	-	-	-	-	-	-	-	-	-	-
Depreciation	950	-	-	-	-	-	-	-	-	-	950
Miscellaneous Expense	73	-	-	-	-	-	-	-	-	-	73
<b>Total Expenses</b>	<b>18,429</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>19,429</b>
Change in Net Assets	\$ 51,670	\$ 11,102	\$ -	\$ 121	\$ 114	\$ (686)	\$ 1,783	\$ 179	\$ 54	\$ 13,161	\$ 77,498
Net Assets, Beginning of Year	214,455	694,041	5,391	9,020	8,522	23,425	133,008	13,324	4,066	30,650	1,135,903
Net Assets, End of Period	\$ 266,125	\$ 705,143	\$ 5,391	\$ 9,141	\$ 8,636	\$ 22,739	\$ 134,791	\$ 13,503	\$ 4,120	\$ 43,811	\$ 1,213,401

# TAB D

Report from the Chair of the  
Government Relations Committee



# Federal Bar Association

February 7, 2020

## MEMORANDUM

TO: National Council  
Federal Bar Association

FROM: Rachel Rose, Chair, Government Relations Committee  
Bruce Moyer, Counsel for Government Relations

SUBJ: Update on Government Relations Committee Activity

**Federal Bar Foundation Charter Change Legislation.** Legislation to modernize the Congressional charter of the Foundation of the Federal Bar Association passed the House of Representatives on November 13, 2019. The legislation, H.R. 1663, introduced by Rep. Steve Chabot (R-OH) and Rep. Jamie Raskin (D-MD), would provide the Foundation with greater governance and operational flexibility. The bill now awaits Senate action.

**FBA Application for U.N. Consultative Status.** The Federal Bar Association has secured preliminary United Nations approval of the FBA's application for special consultative status with the United Nations Economic and Social Council. The Council's NGO Committee has recommended that the Council consider approve FBA's application for special consultative status at the Council's meeting later this summer. Special consultative status will permit FBA representatives to attend and monitor meetings of United Nations components, as well as exchange UN-related information with the FBA's International Law Section and general membership on legal issues of federal/international interest. The conferral of consultative status is a timely tribute to the Federal Bar Association during its Centennial year. Special thanks for this accomplishment go to: Hon. Mimi Tsankov, Hon. Joanna Seybert, Ray Dowd, Michelle Forzley, Rachel Rose, Bruce Moyer and Stacy King.

**Call for Nominations to FBA Issues Agenda.** The GRC has invited members, chapters, sections and divisions to nominate issues for addition to the 2021 Issues Agenda. The deadline for Issues Agenda nominations is Friday, March 27, 2020. As of this date, the GRC has received three nominations. The Issues Agenda is the FBA's roster of legal and public policy issues that are of significant interest to the FBA because of their impact on the federal legal system.

**FBA Capitol Hill Day.** This year's premier FBA national advocacy event is Thursday, March 19, 2020 during the Leadership Summit and Centennial Celebration (March 18-21). The GRC is aiming for 100 registrants to visit House and Senate lawmaker offices on Capitol Hill Day to promote: adequate federal court funding; prompt action on district court vacancies and authorization of additional judgeships; and establishment of an independent immigration court.

**Federal Judiciary Tracker.** The FBA has launched a new weekly report that provides an up-to-date look at the status of President Trump’s judicial nominations. The “Judiciary Tracker” report, presented with the assistance of *National Journal*, is posted on the FBA website.

**Law Student GR Liaisons.** Two law school chapters have expressed interest in establishing law student GR liaisons. The GRC is pursuing administrative arrangements with Stacy King and encourages other law school chapters to consider the appointment of law student GR liaisons.

**Independent Immigration Court.** The Federal Bar Association and its Immigration Law Section on February 4, 2020 filed a statement with Congress calling for the establishment of an independent immigration court to preserve administrative judicial independence and strengthen due process. The statement was prepared in connection with the hearing of the Immigration and Citizenship Subcommittee of the House Judiciary Committee on January 29, 2020 on the independence and due process of the nation’s immigration courts. The FBA’s testimony is posted on the FBA website.

On November 22, 2019, the FBA and its Immigration Law Section sponsored a briefing for Congressional staff on the immigration courts. Representatives of the American Bar Association, the American Immigration Law Association, and the National Association of Immigration Judges participated in the briefing. The FBA has drafted model legislation to create an independent Article I immigration court.

**POWER Act.** The GRC continues to encourage chapter awareness of the POWER Act, a law passed by Congress in 2018 that requires the chief judge in each federal judicial district to annually host a public event promoting pro bono legal services assisting survivors of domestic violence, dating violence, sexual assault and similar matters. We are aware of two chapters that have assisted their chief judge in connection with POWER Act programs. Some chapters may be interested in collaborating with a local domestic violence service providers and state or local volunteer lawyer projects providing pro bono legal services in this area.

**FBA Strategic Plan and Advocacy Workplans.** Bruce Moyer, MSP-Marketing and Stacy King are continuing to work through the projects associated with the Strategic Plan and initiatives in Advocacy Communications and Advocacy Staffing.

# TAB E

Report from the Chair of the Constitution,  
Bylaws, Rules and Resolutions Committee

REPORT OF THE  
CONSTITUTION, BYLAWS, RULES, AND RESOLUTIONS COMMITTEE  
January 27, 2020

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Committee Members:  
Warren P. Burke, Chair  
Sherri Marie Carr  
Geoffrey T. Cheshire  
Calvert G. Chipchase  
Robert S. Clark  
Andrea L. Marconi  
Kristen G. Marttila  
M. Patrick McDowell  
Patricia T. Paul  
Elizabeth G. Smith  
Michael S. Vitale

ISSUE:

The Constitution, Bylaws, Rules, and Resolutions Committee (the “CBRR Committee”) is reporting to the National Council on proposed amendments to the Bylaws relating to (1) authorizing the Board of Directors (the “Board”) to establish the payment schedule for annual dues, and (2) establishing a standing Diversity and Inclusion Committee, with a recommendation that the National Council approve the amendments.

EXPLANATION:

In September 2019, the Board adopted a three-year strategic plan. The FBA’s strategic plan focuses on three specific objectives, each of which includes specific and measurable action items to be monitored quarterly by the Board:

1. Design a sustaining financial model that will support the FBA’s future relevance (Financial Model)
2. Strengthen recognition of the FBA as the advocate for the federal judiciary and as the premier bar for federal practitioners (FBA Brand)
3. Modernize the FBA’s governance structure to ensure meaningful and inclusive leadership opportunities (Governance)

Under the first objective of the strategic plan (Financial Model), the Board seeks to increase member retention from 79% to 83% by implementing fiscal calendar renewal and auto-renewal functions. The Board determined that moving to a calendar-based renewal will offer the following benefits:

- Concentrated staff resources for renewal procedures during the first quarter will free up bandwidth during the year to focus on other engagement and retention initiatives
- Cost savings for renewal operations (mailers, calls, emails, etc.)
- Members will no longer need to remember an anniversary date for renewal; contact membership in mass announcing upcoming renewal
- Ensure accurate budget reforecast in January because membership counts will be known

The Board determined that the benefits of a calendar-based renewal cycle outweigh the chance that this change may diminish the member-centric impact of an anniversary renewal. Because Bylaw 4.C specifies that “members and associates shall pay a full year’s dues upon admission and shall be billed annually thereafter within a month of the anniversary month of admission ...” the Board proposes to amend the Bylaws to authorize the Board to establish the payment schedule for annual dues. The proposed amendments would allow for greater flexibility for scheduling dues payments to meet the needs of FBA’s multigenerational, national membership. The Board’s project deadline to move to fiscal calendar renewal from anniversary renewal is October 2020.

Under the third objective of the strategic plan (Governance), the Board seeks to create a standing Diversity and Inclusion Committee. The Diversity and Inclusion Task Force has been in place for two years. The Board approved the Task Force’s recommendation that a standing Committee on Diversity and Inclusion be established and has charged the standing committee with coordinating and advancing FBA’s diversity and inclusion initiatives in implementation of policies and action plans adopted by the Board. The Board does not believe that any negative consequences will result from converting the Task Force to a standing committee. FBA’s standing programmatic committees are listed in Bylaw 8.A.2, and the Board proposes to add the new Diversity and Inclusion Committee to this list. The Board’s project deadline to establish the standing committee is March 2020.

Bylaw 14 prescribes the process for proposing amendments to FBA’s Bylaws. All such proposals, except for proposals for annual dues changes, must be directed or referred to the CBRR Committee for its recommendations. Under Bylaw 14.A, the CBRR Committee must “report on [such amendments] to the members of the Board of Directors sufficiently in advance of the meeting of the National Council at which any proposed change is to be considered to allow the Board of Directors to consider and express its approval or disapproval of the proposed change; and to the National Council or membership, as appropriate, on or before the dates on which notice must be provided of the next meeting of the National Council or annual meeting of the membership at which such proposed amendments may be acted upon.” Further, the CBRR Committee must include in its report “the recommendation of the Board of Directors and its recommendations as to whether the proposed amendment conflicts

with provisions of the Constitution and other Bylaws, and if so, in what form or with what related changes to the Constitution or these Bylaws as may be necessary and appropriate.” Under Bylaw 14.C, “[s]ubject to satisfying the notice and quorum requirements of the Constitution and these Bylaws, the National Council may adopt, amend, or repeal any Bylaw at a regular or special meeting of the National Council upon two-thirds vote of those present and voting.”

On November 21, 2019, President Christian Adams, on behalf of the Board, submitted to the CBRR Committee proposed amendments to the Bylaws to address the projects described above. On December 9, 2019, the CBRR Committee met by phone to discuss the proposed amendments and established a subcommittee to discuss the issue further. On December 17, 2019, the subcommittee met by phone to begin developing the CBRR Committee’s report and recommendation. On January 6, 2020, the CBRR Committee met by phone and finalized its report and recommendation. On January 17, 2020, the Board voted unanimously to recommend the approval of the proposed amendments to the Bylaws as reflected in the CBRR Committee’s final report.

The proposed changes to the Bylaws relating to authorizing the Board to establish the payment schedule for annual dues consist of the following:

- In Bylaw 2.A, “one year’s dues” is replaced by “dues payment”.
- A new Bylaw 4.B is added to authorize the Board to establish the payment schedule for annual dues. In the first sentence, the CBRR Committee added “in the amounts set pursuant to other provisions of these Bylaws” to clarify the scope of the new authority, consistent with the Board’s intent.
- Conforming changes are made to existing Bylaw 4.B.
- For organizational purposes, the last sentence in existing Bylaw 4.B is transferred into new Bylaw 4.B. In the transferred sentence, for grammar and consistency the CBRR Committee inserted “the” and replaced “will” with “shall”.
- Existing Bylaw 4.C (relating to payment of a full year’s dues upon admission) is stricken.

The proposed changes to the Bylaws relating to establishing a Diversity and Inclusion Committee consist of the following:

- A new Bylaw 8.A.2.d is added to establish the standing Diversity and Inclusion Committee. In new Bylaw 8.A.2.d, for grammar and consistency the CBRR Committee replaced “will appoint” with “shall appoint”.
- The list of standing committees in Bylaw 8.A.2 is put in alphabetical order by redesignating and transferring existing Bylaw 8.A.2.e to become Bylaw 8.A.2.c.
- Conforming changes are made to redesignate existing Bylaws 8.A.2.c and 8.A.2.d as Bylaws 8.A.2.e and 8.A.2.f, respectively.

## PROPOSED AMENDMENTS TO BYLAWS (REVISIONS IN RED):

### 2. Membership

A. *Applications.* Application to become a member or an associate of the Association shall be by a form approved by the Membership Committee and shall be accompanied by ~~one year's dues~~ **dues payment**.

[Remainder of Bylaw 2 unchanged]

### 4. Dues

A. *Amount of Dues.* Except honorary members, each member and associate of the Association shall pay annual dues to the Association. Twenty percent (20%) of each regular (i.e., not associate) annual member's dues (not including sustaining dues), rounded upward to the next one-half dollar, shall be rebated to the Professional Chapter that serves the location of the member's mailing address, provided: If, as of the date of adoption of this Bylaw, a different Professional Chapter is receiving a rebate of a member's dues or if a member designates a different Professional Chapter as the member's primary Professional Chapter, such different Professional Chapter shall receive such rebate. Provided further, if a member opts to affiliate with no Professional Chapter, no rebate shall be paid to any Professional Chapter. Annual dues for members and associates of the Association shall be established by the Board of Directors and National Council. The National Council shall consider the dues recommendations of the Board of Directors upon notification as prescribed in Article VII of the Constitution provided that no proposed change in the amount of annual dues shall be considered unless the members of the National Council shall have received at least thirty (30) days advance notice of such proposed change (including amount(s) thereof).

**B. *Dues Payment.* The payment schedule for annual dues for members and associates shall be established by the Board of Directors, in the amounts set pursuant to other provisions of these Bylaws. Dues payments shall be collected and recorded by the Association at the National Headquarters; the Professional Chapter rebates portion of dues shall be transmitted to the respective Professional Chapters.**

~~B. *Dues Adjustments and Payment*~~ **C. *Dues Adjustments.*** Beginning October 1, 1990, dues for each category of membership, as well as for associates, shall be adjusted by the change in the Consumer Price Index over the previous three years as of the prior January 31st, rounded upward to the next dollar, and will be adjusted similarly every three years thereafter. Beginning October 1, 1996, the Board of Directors may further adjust the amount of such annual dues upward or downward to the nearest whole dollar figure ending in a 0 or a 5, which further adjustment shall not affect the calculation of future adjustments to reflect a change in the Consumer Price Index, as set forth in the first sentence of this Bylaw 4B. In turn, the portion of such dues to be rebated to Professional Chapters shall be adjusted similarly to maintain the percentage level indicated in this Bylaw. ~~Dues payments shall be collected and recorded by the Association at the National~~

~~Headquarters; Professional Chapter rebates portion of dues will be transmitted to the respective Professional Chapters.~~

~~C. *Dues Anniversary.* Members and associates shall pay a full year's dues upon admission and shall be billed annually thereafter within a month of the anniversary month of admission, with the exception that those who were members prior to September 30, 1975, shall be billed at the beginning of each fiscal year.~~

[remainder of Bylaw 4 unchanged]

## **8. Standing Committees**

A. *Establishment.* Under Article VI, Section 5, of the Constitution, the following Standing Committees, Council, and Boards are established:

[Bylaw 8.A.1 unchanged]

### *2. Programmatic Committees and Boards.*

a. *Annual Meeting.* The Annual Meeting Committee is responsible for planning and administering the annual meetings of the Association and for recommending to the Board of Directors sites and dates for future annual meetings. The Committee shall be composed of the President, President-elect, the Treasurer, and two members of the Board of Directors and chaired by the President-elect unless the President-elect determines a different composition.

b. *Bench/Bar Relations.* The Bench/Bar Relations Committee is responsible for facilitating and acting as the liaison between the federal judiciary and the members of the Federal Bar Association and for keeping the President and Board of Directors advised as to issues affecting the bench/bar. The committee shall be composed of six (6) members of the Federal bench and six (6) members of the Association and the Clerk of the Supreme Court. The members are appointed to the committee by the President and shall represent as many different Circuits as possible. The President-Elect shall appoint from the committee members the Deputy Chair, who shall become the Chair the following year.

~~c. *Community Service and Outreach.* The Community Service and Outreach Committee is responsible to coordinate, implement, and assist efforts to serve and support the communities in which members practice. The Committee's responsibilities may include, but are not limited to, community service; civics; efforts to support the well-being of members, their families, and their communities; and activities pro bono publico. The Committee is authorized to coordinate as appropriate with the Foundation of the Federal Bar Association in efforts of common interest. The Committee is intended to support and not displace separate community service efforts of other chapters, sections, or divisions of the Association. The President may authorize formation or cessation of subcommittees of the Community Service and Outreach Committee according to then-current needs and opportunities.~~

~~d. *Diversity and Inclusion.* The Diversity and Inclusion Committee is responsible for coordinating and advancing the Association's diversity and inclusion initiatives in implementation of policies or action plans adopted by the Board of Directors. The Committee shall have at least nine members and the President shall appoint a member as chair. The~~

President-elect, the Chair of the Sections and Divisions Council, and the Chair of the Circuit Vice Presidents shall also be members.

~~e. e. *Editorial Board.*~~ The Editorial Board is responsible for developing and publishing The Federal Lawyer. The Committee shall have at least nine members and the President shall appoint a member as chair.

~~d. f. *Professional Ethics.*~~ The Professional Ethics Committee is to encourage professional and ethical practice in the Federal bar and to serve as a resource for events and CLE activities of the chapters, sections, divisions, and the national organization regarding professional ethics.

~~e. *Community Service and Outreach.*~~ ~~The Community Service and Outreach Committee is responsible to coordinate, implement, and assist efforts to serve and support the communities in which members practice. The Committee's responsibilities may include, but are not limited to, community service; civics; efforts to support the well-being of members, their families, and their communities; and activities pro bono publico. The Committee is authorized to coordinate as appropriate with the Foundation of the Federal Bar Association in efforts of common interest. The Committee is intended to support and not displace separate community service efforts of other chapters, sections, or divisions of the Association. The President may authorize formation or cessation of subcommittees of the Community Service and Outreach Committee according to then current needs and opportunities.~~

[Remainder of Bylaw 8 unchanged]

#### **RECOMMENDATION:**

The CBRR Committee is not aware of any arguments having been made against the proposed amendments to the Bylaws.

The CBRR Committee respectfully recommends that the National Council approve the amendments to the Bylaws described above.

# **FBA Bylaws**

## **Section 1. National Headquarters and Staff**

## **Section 2. Membership**

## **Section 3. Expulsion from Membership**

## **Section 4. Dues**

## **Section 5. Non-Payment of Dues**

## **Section 6. Election Schedule, Procedure, and Requirements**

## **Section 7. Meetings**

## **Section 8. Standing Committees**

## **Section 9. Special Committees**

## **Section 10. Divisions**

## **Section 11. Public Positions by Association Entities**

## **Section 12. Assets of Inactive Professional Chapters**

## **Section 13. Fiscal Year**

## **Section 14. Amendments to the Constitution and the Bylaws**

## **Section 15. Robert's Rules of Order**

### **1. National Headquarters and Staff**

A. *National Headquarters.* The Federal Bar Association shall maintain a National Headquarters at a location to be selected by the Board of Directors. The National Headquarters shall be the repository for the books, records, and reports of the Association and its Officers, Board of Directors, National Council, Divisions, Standing Committees, Sections, and Professional Chapters. Such papers shall be open to inspection by any member upon reasonable application to the Association. Additionally, a roster of the members and associates in good standing, together with listings of the membership of the Divisions, Standing Committees, Sections, and Professional Chapters of the Association shall be maintained at the National Headquarters. All communications with the Association shall be addressed to the Federal Bar Association at its National Headquarters.

#### *B. Executive Director.*

The Board of Directors shall employ an Executive Director whose title, terms, and conditions of employment shall be specified by the Board of Directors.

The Executive Director shall manage and direct all staff activities of the Association as prescribed by the Board of Directors. The Executive Director shall employ and may terminate the employment of members of the necessary support staff and may fix such employees' compensation within the approved budget and guidelines set by the Board of Directors. The Executive Director shall define the duties of the staff, establish their titles, and supervise their performance, and delegate responsibilities of management as appropriate. The Executive Director shall be responsible for maintaining the books, records, reports and roster of the Association, as noted in Bylaw 1.A.

### **2. Membership**

A. *Applications.* Application to become a member or an associate of the Association shall be by a form approved by the Membership Committee and shall be accompanied by [one year's dues payment](#).

B. *Approval.* The Association's Executive Director shall process applications at the Association's National Headquarters for review and approval. The Executive Director may refer any application for review and approval to the Membership Committee.

C. *Honorary Membership.*

1. *Federal Judges.* A Professional Chapter may elect to honorary membership a judge who is eligible for honorary membership under Article IV, Section 2.c., of the Constitution. The Professional Chapter shall notify the Association at the National Headquarters prior to such election. Similarly, the Professional Chapter shall notify the Association if such an honorary member ends service as a judge in active, senior, or retired status.

2. *Other.* A Professional Chapter may propose any other person for receipt of an honorary membership in accordance with Article IV, Section 2b of the Constitution, which proposal shall be submitted in advance to the Association at the National Headquarters for approval. Upon approval, the Professional Chapter may extend honorary membership to the person(s) so approved.

D. *Secondary Professional Chapter Association.* Although each member is assigned to one Professional Primary chapter based upon geographic location or request, such assignment does not preclude association, attendance or inclusion in the events or activities of any other chapter (subject to any applicable dues, fees, or other prerequisites imposed by such other chapter(s)).

### 3. Expulsion from Membership

A. *Cause.* As provided in Article IV, Section 4, of the Constitution, the Board of Directors may expel any member of the Association for good cause. "Good cause" includes, but is not limited to, knowingly engaging in conduct designed to overthrow the constitutional form of government in the United States by force or violence, or knowingly assisting another in such conduct; disbarment by (or resignation with disciplinary proceedings pending before) any State, Federal court or tribal court of record or knowingly engaging in conduct that is in violation of the Constitution of the Association or these Bylaws.

B. *Charge and Response.* A charge for expulsion may be brought by any professional member of the Association. The charge shall be in writing and signed by the charging party, and shall describe in detail the act or acts in question and why such act or acts justify expulsion. The charge shall be filed with the Association and shall be referred immediately to the Board of Directors. The Association shall give actual notice to the respondent of the charge and of the right to respond to the charge in writing and in person before the Board of Directors. If a member of the Board of Directors brought the charge against the respondent or is the respondent, that person shall not participate in the Board of Directors' consideration or in its vote.

C. *Board of Directors Action.* At the next meeting of the Board of Directors that allows at least ten days' notice to the respondent, the Board shall consider the charge for expulsion. The Board initially shall consider whether the charge sets forth factual assertions that would constitute reasonable grounds for expulsion, and shall determine by a majority vote whether to dismiss the charge or to pursue the charge as provided in this Bylaw. If the Board of Directors pursues the charge, it shall consider the respondent's written response, if any. If the respondent has requested an appearance before the Board, the Board shall grant the respondent a reasonable opportunity to be heard. After fully considering the charge and any response, the Board shall determine by a majority vote whether to expel the respondent or to dismiss the charge. The Association immediately shall notify the respondent of the Board's action and of the respondent's right to appeal any decision to expel.

D. *Appeal.* If the Board of Directors expels the respondent from the Association, the respondent may appeal that decision to the Association within 60 days from notice thereof by the Association. To appeal, the respondent shall send the Association at the National Headquarters a letter so indicating and may send a written statement for consideration by the Association and a notice of intent to appear before the Association. The appeal will be considered by the National Council at the next regular meeting or at a special meeting called for that purpose. The Association shall give actual notice to the respondent of the time and place of that meeting. The decision of the Board of Directors shall be affirmed unless overruled by a majority of those members of the National Council present and eligible to vote.

#### 4. Dues

A. *Amount of Dues.* Except honorary members, each member and associate of the Association shall pay annual dues to the Association. Twenty percent (20%) of each regular (i.e., not associate) annual member's dues (not including sustaining dues), rounded upward to the next one-half dollar, shall be rebated to the Professional Chapter that serves the location of the member's mailing address, provided: If, as of the date of adoption of this Bylaw, a different Professional Chapter is receiving a rebate of a member's dues or if a member designates a different Professional Chapter as the member's primary Professional Chapter, such different Professional Chapter shall receive such rebate. Provided further, if a member opts to affiliate with no Professional Chapter, no rebate shall be paid to any Professional Chapter. Annual dues for members and associates of the Association shall be established by the Board of Directors and National Council. The National Council shall consider the dues recommendations of the Board of Directors upon notification as prescribed in Article VII of the Constitution provided that no proposed change in the amount of annual dues shall be considered unless the members of the National Council shall have received at least thirty (30) days advance notice of such proposed change (including amount(s) thereof).

~~€B. *Dues Anniversary Payment.* The payment schedule for annual dues for Mmembers and associates shall be established by the Board of Directors, in the amounts set pursuant to other provisions of these Bylaws. pay a full year's dues upon admission and shall be billed annually thereafter within a month of the anniversary month of admission, with the exception that those who were members prior to September 30, 1975, shall be billed at the beginning of each fiscal year. Dues payments shall be collected and recorded by the Association at the National~~

Headquarters; the Professional Chapter rebates portion of dues shall be transmitted to the respective Professional Chapters.

BC. *Dues Adjustments and Payment.* Beginning October 1, 1990, dues for each category of membership, as well as for associates, shall be adjusted by the change in the Consumer Price Index over the previous three years as of the prior January 31st, rounded upward to the next dollar, and will be adjusted similarly every three years thereafter. Beginning October 1, 1996, the Board of Directors may further adjust the amount of such annual dues upward or downward to the nearest whole dollar figure ending in a 0 or a 5, which further adjustment shall not affect the calculation of future adjustments to reflect a change in the Consumer Price Index, as set forth in the first sentence of this Bylaw 4B. In turn, the portion of such dues to be rebated to Professional Chapters shall be adjusted similarly to maintain the percentage level indicated in this Bylaw. Dues payments shall be collected and recorded by the Association at the National Headquarters; Professional Chapter rebates portion of dues will be transmitted to the respective Professional Chapters.

~~C. *Dues Anniversary.* Members and associates shall pay a full year's dues upon admission and shall be billed annually thereafter within a month of the anniversary month of admission, with the exception that those who were members prior to September 30, 1975, shall be billed at the beginning of each fiscal year.~~

D. *Waiver of Dues.* A member or associate may request, by a written request to the National Headquarters a waiver of dues for compassionate or exceptional reasons for a period not to exceed one year. The National Headquarters will forward the request to the President-elect for decisions. If the President-elect approves the request, the President-elect will notify the Executive Director, who will notify the Treasurer, the requesting member or associate, and that member's or associate's Professional Chapter President of this decision. The member's or associate's Professional Chapter will receive no rebate with respect to dues that have been waived.

E. *Professional Chapter, Division, and Section Dues.* Each Professional Chapter may collect additional Professional Chapter dues in its discretion, and the Professional Chapter does not need to account for such dues to the National Headquarters. On request of any Professional Chapter, approved by the Executive Director, the Association at the National Headquarters shall collect a Professional Chapter's dues and remit same to the Professional Chapter. Each Division and Section may charge additional Division or Section dues in its discretion; all Division and Section dues shall be collected by the Association at the National Headquarters.

F. *Sustaining Dues.* Members of the Association may distinguish themselves by becoming Sustaining Members. Rebates for Sustaining Members are only paid on the amount equal to active dues. The sustaining portion of the sustaining dues is not eligible for a rebate. Sustaining Membership dues shall be set as established by this Bylaw.

G. *Purpose of Dues.* Annual dues shall be used to pay the general expenses of the Association. All additional dues collected through Sustaining Dues memberships shall be used primarily to support publications and educational programs of the Association.

H. *Membership Development and Dues Adjustments.* Effective October 1, 1995, should a Professional Chapter determine that, as a membership development tool, the waiver or reduction of national dues chargeable within its Professional Chapter for a specific category(ies) of members is justified, that Professional Chapter must submit its proposal to the Board of Directors for approval, for that Professional Chapter only, in writing at least sixty (60) days in advance of the next regularly scheduled Board of Directors meeting. Each proposal must include justification and provide for the Professional Chapter to maintain appropriate membership statistics. The Budget Committee shall analyze each such proposal and present its analysis and conclusions at least thirty (30) days prior to the next scheduled Board of Directors' meeting. The prior approval of the Board of Directors must be obtained before the experiment is implemented as a program. Each Professional Chapter which shall obtain approval of such a program shall reimburse the Association for any additional administrative cost related to implementing the program. Each dues experiment program will be limited in duration to no more than three (3) years. Each Professional Chapter with an approved program will submit a written progress report to the Board of Directors annually, so long as the program remains in effect.

## 5. Non-Payment of Dues

A. *Delinquent Member.* If annual dues of a member or an associate have not been received by the National Headquarters within 60 days after dues have expired for the prior year, the Association shall notify the member or associate that the dues are in arrears and that the member or associate will be suspended from the Association unless the dues are received within 30 days. The Association also shall notify each Professional Chapter with which the member or associate is affiliated and the Vice President for the Circuit in which such member or associate is located of the delinquency.

B. *Persons Not in Good Standing.* A person whose annual dues have not been received at the National Headquarters within 90 days after dues have expired for the prior year shall be regarded as not in good standing and shall be suspended from the Association. A person who has been suspended from membership for nonpayment of annual dues may be reinstated at any time by payment of the current annual dues.

C. *Members of the Armed Forces During Time of War.* Notwithstanding the foregoing, all Association members on active duty in the armed forces of the United States during a war, who do not request to the contrary, shall be exempt from the payment of dues while so serving.

## 6. Election Schedule, Procedure, and Requirements

A. *Nominations by Nominations and Elections Committee and Notice of Election.* By February 1 of each year, any member who desires to be considered by the Nominations and Elections Committee (Committee) for any elective office shall submit a completed Application for National Office (Application) to the Committee. The Committee may also seek out or consider other qualified members of the Association for possible nomination. By February 28 of each year, the Committee shall nominate one or more eligible members in good standing for each of the elective offices becoming vacant for the coming term. By April 1, the Committee shall cause

to be transmitted to each member in good standing notice of the upcoming annual election and of the offices to be filled therein; of the Committee's nominations for those offices; and the manner and time by which nominations of candidates may be made by petition as provided in Article V, Section 3.b., of the Constitution and this Bylaw.

*B. Qualifications and Elections of Officers and Directors*

1. *Qualifications of Officers.* To be eligible for election as a National Officer, a person must be a member of the Association in good standing and have served as a voting member of the Association's Board of Directors for at least three (3) years..

2. *Qualifications and Election of Directors.* Twelve members of the Board of Directors shall be elected by members of the Association as follows:

- a. Three (3) Board positions shall be filled by current or former Circuit Vice Presidents, elected for staggered three-year terms.
- b. Three (3) Board positions shall be filled by current or former Chairs of Sections or Divisions, elected for staggered three-year terms.
- c. Three (3) Board positions shall be filled by current or former Professional Chapter Presidents, elected for staggered three-year terms.
- d. Three (3) Board positions shall be filled by members who, at the time of election, are age 40 or younger or who have engaged in the practice of law for fewer than ten years and have served as a Professional Chapter officer, a national YLD officer or Board member, or as a Professional Chapter leader with YLD responsibilities.

A member appointed to serve the remaining period of a term to which another person was elected, at the conclusion of that partial term, may stand for election for a full three-year term. No director shall serve more than two elected three-year terms (which terms must be non-consecutive) on the Board exclusive of any term based upon service as a National Officer.

3. *Qualifications of Vice Presidents of the Circuits.* To be eligible for election as a Circuit Vice President, a person must have been a member of the FBA in good standing for a minimum of five (5) years and have served or be currently serving as a Professional Chapter President or a Professional Chapter Officer.

*C. Nominations Close.* Nominating petitions shall be delivered to the Committee at National Headquarters by April 25. Any petitions received thereafter shall be returned to the would-be candidate, indicating that the petition was tardy and the date it was delivered to the Committee. Nominating petitions must include a completed Application.

*D. Notice of Election, Ballots and Voting.* By June 15, the Committee shall cause a Notice of Election to be sent to each member of the Association in good standing. The notice shall list the names of all nominated candidates and candidates by petition in alphabetical order under each elective office. The notice also shall contain such instructions as necessary for members to cast their votes as prescribed by policy adopted by the Board of Directors. A suspended member who is restored to good standing after the transmittal of the notice and who, prior to the election's

close, delivers to the Committee evidence of good standing, shall thereupon be entitled to vote. In an uncontested election, the Association shall only send the Notice of Election electronically to members. The ballot shall contain the names of all nominated candidates and candidates by petition for each elective office as well as space for a write-in candidate for each elective office. In an uncontested election, the Association shall conduct an election in a manner in which the Executive Director and Committee, subject to the approval of the President, deem to be the most efficient and cost effective. Completed ballots shall be received by the Chair of the Committee or by such person as designed by the Chair no later than June 30. The Committee shall review and certify the tabulated votes and report as elected the candidate for each office who has received a plurality of the votes cast for that office by July 1. In the event that there is no nominated candidate or candidate by petition for an elective office, a write-in candidate with a plurality of votes cast shall be certified as the elected candidate if he or she meets all of the following requirements: is a member of the Association in good standing; meets all eligibility qualifications as prescribed in the Constitution, these Bylaws, and policies of the Association; and receives not less than 50 write-in votes, except for a candidate for Vice President for the Circuit, who must receive not less than 20 write-in votes.

If no candidate for a national office receives a plurality of the votes counted:

a. in the case of a tie between two (2) candidates, the election shall be resolved by a coin flip in the presence of the tied candidates or their designees by the National President or the President's designee, which shall resolve the tie. The tosser of the coin shall be designated by the President. The candidate whose last name occurs last alphabetically shall call the coin toss;

b. in the case of a tie among more than two candidates; the election shall be resolved by drawing straws by the tied candidates or their designees from the hand of the National President or the President's designee. The National President or the President's designee shall prepare the straws and the candidate or designee drawing the longest straw shall win the election.

E. *Voting Procedure.* Procedures shall be adopted by the Board of Directors to regulate the handling of voting, including the form of notices and ballots, and to prevent abuses of the voting privilege..

F. *Authority of Nominations and Elections Committee.* The Committee is responsible for monitoring the overall conduct of the annual election and for ensuring compliance with this Bylaw.

G. *Time.* In the event that any deadline herein specified is a Saturday, Sunday, or legal federal holiday, the next succeeding business day shall substitute for that specific deadline.

## 7. Meetings

A. *Time of Meetings and Procedures.* Meetings of the Board of Directors and the National Council required by Article VI, Section 4.a. and Article VII, Section 2.a., of the Constitution shall be held at such time and place as the Board of Directors may direct. No proxies may be voted at meetings of the Board of Directors, National Council, or other meetings of the

Association. Meetings of the Board of Directors, National Council, and of the Association shall be governed by the Constitution of the Association, these Bylaws and such rules as the Board of Directors and National Council may prescribe. When not inconsistent with such rules, the latest edition of Robert's Rules of Order shall apply. The President shall appoint a parliamentarian for each meeting of the National Council and the Board of Directors.

B. *Notice of Meetings and Agenda.* Notice of meetings shall comply with the requirements of the Constitution. An agenda for meetings of the National Council and the Board of Directors shall be included with any notice. Additional agenda items for a meeting of the National Council (except as provided in Bylaw 4A or with respect to amendments to the Constitution or Bylaws, which must be addressed only by satisfying the full notice requirements established by the Constitution) may be added by the President or Board of Directors if supplemental notice is provided by mail or electronic transmission no later than ten (10) days before a properly noticed meeting. Upon motion to suspend the notice requirement to address additional business, a two-thirds majority of those present and voting may raise additional issues at a National Council meeting, except that no motion to suspend the notice requirement shall be entertained with respect to amendments to the Constitution or Bylaws.

C. *Telephonic Meetings.* Upon the decision of the President and appropriate notice, the Board of Directors may convene via telephone, video-conference or other electronic means.

D. *Challenge to Board Action.* Any motion to alter, amend, or reverse a decision of the Board of Directors pursuant to Article VI Section 3.C.(2) of the Constitution shall be presented at least forty-five (45) days prior to the National Council meeting.

## 8. Standing Committees

A. *Establishment.* Under Article VI, Section 5, of the Constitution, the following Standing Committees, Council, and Boards are established:

### 1. *Operational Committees and Council.*

a. *Audit Committee.* The Audit Committee is responsible for securing and reviewing an independent audit. The President shall appoint four (4) Board members and three (3) association members, who will serve for a term of one year. The Board appointees shall not include the President-elect or Treasurer.

b. *Budget and Finance Committee.* The Budget and Finance Committee is responsible for developing and monitoring the implementation of the budget of the Association. The President shall appoint the President-elect, Treasurer, and three (3) additional members of the Board who will serve a term of one year. The President shall appoint the President-elect as chair.

c. *Constitution, Bylaws, Rules, and Resolutions Committee.* The Constitution, Bylaws, Rules, and Resolutions Committee is responsible for considering and reporting on proposed changes in the Constitution and the Bylaws of the Association prior to presenting such proposals to the Board of Directors and/or the National Council. The Committee is responsible for considering and

reporting to the Board of Directors on all resolutions prior to presenting such resolutions to the National Council. It is also responsible for studying and considering, on a continuing basis, means of improving the operations and the rules of the Board of Directors and the National Council prescribed pursuant to Bylaw 7.

d. *Government Relations Committee.* The Government Relations Committee is responsible for coordinating and advancing the Association's issues agenda in implementation of policies adopted by the Board of Directors. The Committee shall have at least nine members and the President will appoint a member as chair. The President-elect, the Chair of the Sections and Divisions Council, and the Chair of the Circuit Vice Presidents shall be members.

e. *Membership Committee.* The Membership Committee is responsible for developing and implementing the Association's annual membership recruitment and retention programs.

f. *Nominations and Elections Committee.* The Nominations and Elections Committee is responsible for administering the procedures applicable to nomination and election of national officers of the Association during the annual election as prescribed in Article V, Section 3, of the Constitution and Bylaw 6. The Committee shall be composed of the President, who shall chair the Committee; President-elect; immediate past-President; two Vice Presidents for the Circuit designated by the President; a Division chairperson designated by the President-elect; a Section Chairperson designated by the President, and two Professional Chapter representatives designated by the President-elect. If a member of the Nominations and Elections Committee becomes a candidate for an elective office, the person shall be deemed to have resigned from the Committee instantaneously and a substitute member shall be promptly appointed by the person who originally appointed the resigning member. The substitute member shall complete the original term of the resigning member.

g. *Sections and Divisions Council.* The Sections and Divisions Council as established by the Board of Directors is responsible to coordinate, assist, and supervise the efforts of Sections and Divisions of the Association. The President shall nominate and, with the approval of the Board of Directors, appoint a Chair of the Sections and Divisions Council, and such Deputy Chairs and members as the President may deem appropriate.

## 2. *Programmatic Committees and Boards.*

a. *Annual Meeting.* The Annual Meeting Committee is responsible for planning and administering the annual meetings of the Association and for recommending to the Board of Directors sites and dates for future annual meetings. The Committee shall be composed of the President, President-elect, the Treasurer, and two members of the Board of Directors and chaired by the President-elect unless the President-elect determines a different composition.

b. *Bench/Bar Relations.* The Bench/Bar Relations Committee is responsible for facilitating and acting as the liaison between the federal judiciary and the members of the Federal Bar Association and for keeping the President and Board of Directors advised as to issues affecting the bench/bar. The committee shall be composed of six (6) members of the Federal bench and six (6) members of the Association and the Clerk of the Supreme Court. The members are appointed

to the committee by the President and shall represent as many different Circuits as possible. The President-Elect shall appoint from the committee members the Deputy Chair, who shall become the Chair the following year.

ec. *Community Service and Outreach.* The Community Service and Outreach Committee is responsible to coordinate, implement, and assist efforts to serve and support the communities in which members practice. The Committee's responsibilities may include, but are not limited to, community service; civics; efforts to support the well-being of members, their families, and their communities; and activities pro bono publico. The Committee is authorized to coordinate as appropriate with the Foundation of the Federal Bar Association in efforts of common interest. The Committee is intended to support and not displace separate community service efforts of other chapters, sections, or divisions of the Association. The President may authorize formation or cessation of subcommittees of the Community Service and Outreach Committee according to then-current needs and opportunities.

d. *Diversity and Inclusion.* The Diversity and Inclusion Committee is responsible for coordinating and advancing the Association's diversity and inclusion initiatives in implementation of policies or action plans adopted by the Board of Directors. The Committee shall have at least nine members and the President shall appoint a member as chair. The President-elect, the Chair of the Sections and Divisions Council, and the Chair of the Circuit Vice Presidents shall also be members.

ee. *Editorial Board.* The Editorial Board is responsible for developing and publishing The Federal Lawyer. The Committee shall have at least nine members and the President shall appoint a member as chair.

ef. *Professional Ethics.* The Professional Ethics Committee is to encourage professional and ethical practice in the Federal bar and to serve as a resource for events and CLE activities of the chapters, sections, divisions, and the national organization regarding professional ethics.

~~e. *Community Service and Outreach.* The Community Service and Outreach Committee is responsible to coordinate, implement, and assist efforts to serve and support the communities in which members practice. The Committee's responsibilities may include, but are not limited to, community service; civics; efforts to support the well-being of members, their families, and their communities; and activities pro bono publico. The Committee is authorized to coordinate as appropriate with the Foundation of the Federal Bar Association in efforts of common interest. The Committee is intended to support and not displace separate community service efforts of other chapters, sections, or divisions of the Association. The President may authorize formation or cessation of subcommittees of the Community Service and Outreach Committee according to then-current needs and opportunities.~~

**B. *Committee Composition and Terms of Office.*** The composition of the following Standing Committees: (1) Constitution, Bylaws, Rules, and Resolutions; (2) Membership; and (3) Professional Ethics; and (4) Community Service and Outreach shall consist of at least nine members, at least six of whom are from different Circuits. The President shall appoint a member as chairperson. Any vacancy shall be filled by appointment by the President for the time

remaining in the vacated term. The terms shall be on a three (3) year staggered basis.

## 9. Special Committees

Any Special Committee or Task Force established by the Board of Directors shall go out of existence one year from the date it is established unless prior thereto the Board of Directors shall extend its existence for another year. The President shall appoint the members and shall appoint the chairperson.

## 10. Divisions

There shall exist the following Divisions, each of which shall enact bylaws, subject to the approval of the Board of Directors, which will provide for the Division's general objectives, organization—including a chairperson and other internal leadership progression—and operation.

A. *Federal Career Service Division.* There shall be a Federal Career Service Division of the Association. All members of the Association who are or have been officers or employees of the United States or of the District of Columbia are eligible to be members.

B. *Judiciary Division.* There shall be a Judiciary Division of the Association. All past and present members of the Federal, Administrative, Military, State, and tribal judiciaries and their legal staffs are eligible to be members.

C. *Senior Lawyers Division.* There shall be a Senior Lawyers Division of the Association. All professional members of the Association who are age 55 years or older on the date on which each such member's dues is payable are eligible to be members.

D. *Younger Lawyers Division.* There shall be a Younger Lawyers Division of the Association, comprised of all professional members of the Association who are age 40 years or younger on the first day of the fiscal year of the Association or who have engaged in the practice of law for fewer than ten years as of the first day of the fiscal year of the Association. In the event that the Immediate Past Chairperson, who serves as an officer of the Division the year following his or her term as Chairperson, is older than 40 years as of the first day of the fiscal year of the Association in the year he/she is to serve as Immediate Past Chairperson, or in the event he/she has been engaged in the practice of law for more than ten years as of the first day of the fiscal year of the Association, he/she shall still be an eligible member of the Division for the year he/she is fulfilling his/her term as Immediate Past Chairperson. In the event the Division membership of any Division officer would otherwise cease in accordance with the foregoing, that officer shall remain a member of the Division and in office until the succeeding officers have commenced their terms.

E. *Corporate and Association Counsel Division.* There shall be a Corporate and Association Counsel Division of the Association. All past or present members of corporate or association counsel's staffs are eligible to be members.

F. *Law Student Division.* There shall be a Law Student Division of the Association. All law

student associates and law school student chapter faculty advisor professional members or associates of the Association shall be members of the division. Law student associate are not eligible or authorized to vote or hold any elective office in the Association.

## 11. Public Positions by Association Entities

A Division, Section or Professional Chapter may not issue a public report or take a public position on an issue unless it adheres to the process set forth in the Constitution. A Standing or Special Committee may not take a public position or issue a public report; however, it may make recommendations or submit positions for consideration to the Board of Directors. No report or position may be inconsistent with any existing position of the Association. The Association shall keep a record of every report or position reported to the Board of Directors.

## 12. Assets of Inactive Professional Chapters

Upon determination by the Board of Directors that a Professional Chapter has failed to maintain an active membership of at least ten members for a period of one year, that it has withdrawn itself from the Association, or that it has had its charter revoked, the President shall direct the Treasurer to take charge of all assets and property of the Professional Chapter and to hold them in trust for one year for the benefit of any Professional Chapter that may organize or reorganize in that geographic area. If, at the end of one year, the Professional Chapter is not reactivated and no new Professional Chapter is organized, title to all such assets of the Professional Chapter shall vest in the Association.

## 13. Fiscal Year

The fiscal year of the Association shall run from October 1 through September 30 of the following year.

## 14. Amendments to the Constitution and the Bylaws

*A. Proposal and Study of Amendments.* All proposals or petitions to amend (including repeal) provisions of the Constitution under Article XIX thereof, or these Bylaws under Bylaw 14C., except for annual dues changes proposed by the Board of Directors, shall be directed or referred to the Constitution, Bylaws, Rules, and Resolutions Committee for its recommendations. All such proposals or petitions shall reach the Committee at least sixty (60) days before the proposed amendments are to be considered for adoption at a National Council meeting or an annual meeting of the membership, as appropriate. The Constitution, Bylaws, Rules, and Resolutions Committee shall publish on the Association's website reasonable minimum guidelines for the content and manner of submission of such proposals or petitions, and a proposal or petition that does not satisfy such guidelines may be returned to the person submitting it without being considered by the Committee. A returned proposal or petition shall also include a written explanation of why the proposal does not meet such guidelines. The Constitution, Bylaws, Rules, and Resolutions Committee shall consider all proposed amendments that meet such guidelines and shall report on them to the members of the Board of Directors sufficiently in advance of the meeting of the National Council at which any proposed change is to be

considered to allow the Board of Directors to consider and express its approval or disapproval of the proposed change; and to the National Council or membership, as appropriate, on or before the dates on which notice must be provided of the next meeting of the National Council or annual meeting of the membership at which such proposed amendments may be acted upon. The Committee shall include in its report the recommendation of the Board of Directors and its recommendations as to whether the proposed amendment conflicts with provisions of the Constitution and other Bylaws, and if so, in what form or with what related changes to the Constitution or these Bylaws as may be necessary and appropriate. The provisions of this Bylaw shall not be suspended.

#### *B. Constitution.*

1. Report of Constitution, Bylaws, Rules, and Resolutions Committee. The Constitution, Bylaws, Rules, and Resolutions Committee shall prepare a report on the proposal. The report shall include the text of the proposal, the text of any part to be repealed or amended, and a summary of the arguments for and against adoption of the proposal. A copy of this report shall be mailed or transmitted electronically with the ballot to each member of the Association in good standing.

2. Ballots. Returned ballots may not be required to be signed or otherwise identified by the members voting. The envelopes in which the ballots are returned shall be identified to enable the Association to identify them as ballots. The Constitution, Bylaws, Rules, and Resolutions Committee shall be responsible for overseeing the opening and counting the ballots and for reporting the vote.

*C. Bylaws.* Subject to satisfying the notice and quorum requirements of the Constitution and these Bylaws, the National Council may adopt, amend, or repeal any Bylaw at a regular or special meeting of the National Council upon two-thirds vote of those present and voting.

## 15. Robert's Rules of Order

Wherever the Constitution of the Association or these Bylaws omit or fail to address any substantive or procedural matter that is addressed in the most current version of Robert's Rules of Order, the most current version of Robert's Rules of Order shall govern as to that matter.

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