

**FEDERAL BAR ASSOCIATION  
YOUNGER LAWYERS DIVISION BY-LAWS**

**Article I.     Name and Purpose**

Section 1.     Name. The name of this Division shall be the Younger Lawyers Division of the Federal Bar Association (hereinafter referred to as the "Division").

Section 2.     Purposes. The purposes of the Division shall be to further the objectives of the Federal Bar Association (hereinafter referred to as the "Association"), to stimulate the interest of younger lawyers in the activities of the Association, to conduct programs of interest and value to younger lawyers, to assist the Association and its committees, and to assist in the establishment, improvement and coordination of active younger lawyers organizations in each Chapter and Circuit of the Association.

**Article II.    Membership**

Section 1.     Membership. All members of the Association in good standing 40 years of age or younger or who have been admitted to their first Bar less than ten years shall be members of the Division. Membership in the Division shall terminate automatically at the end of the fiscal year of the Association during which a member attains 40 years of age or ten years after admission to their first Bar, whichever occurs last.

**Article III.   Officers**

Section 1.     Officers. The officers of the Division shall be a Chair, Chair-Elect, Treasurer, and Secretary.

Section 2     Terms. All officers of the Division will serve a term in office co-terminus with that of the President of the Association. No person shall serve as Chair more than one term. The fiscal year of the Division shall be the same as that of the Association.

Section 3.     Removal from Office. An officer may be removed from office for delinquency in attendance, inefficiency, neglect of duty, or for other substantial cause only upon the two-thirds vote of the Division's Board of Directors (hereinafter referred to as the "YLD Board") present at a meeting of the YLD Board. Notice of the action contemplated shall be given to all YLD Board Members at least 30 days in advance of said meeting. In the case of the removal of an officer, the YLD Board meeting may be called by any officer of the Division.

**Article IV.   Duties of Officers**

Section 1.     Chair. The Chair shall be the chief executive officer of the Division. The Chair shall preside at all meetings and shall prepare a report of the activities of the Division for the period of the Chair's term of office for submission to the Association at its annual meeting. The Chair shall be the representative of the Division to the Association's Board of Directors and the National Council of the Association. The Chair shall report to the Division and the YLD Board on a regular basis on the actions of the

Association's Board of Directors, shall present to the YLD Board any business warranting the YLD Board's consideration, and shall transmit the results of such consideration to the Association's Board of Directors. The Chair may appoint an ABA/YLD Liaison immediately upon the Chair's succession to office. The Chair shall establish any committees necessary to effectuate the Division's Purposes as set out in Article I, Section 2.

Section 2. Chair-Elect. The Chair-Elect shall perform duties as may be assigned by the Chair. During any period in which the Chair is unable to act, the Chair-Elect shall perform the duties of the Chair. The Chair-Elect shall also act as Chair of the Chapter Liaison Committee. The Chair-Elect shall also hold a position as liaison to the Membership Committee of the Association and attend meetings pertaining to that Committee.

Section 3. Treasurer. The Treasurer shall keep record of the receipts and expenditures of the Division, and shall report to the YLD Board on those receipts and expenditures. The Treasurer shall consult with program chairs regarding their program budgets.

Section 4. Secretary. The Secretary shall issue notices of all meetings of the YLD Board and shall keep minutes of the proceedings thereof and distribute these minutes to members of the YLD Board.

## **Article V. Executive Offices - Election Procedure**

Section 1. Automatic Succession of Chair-Elect. For each fiscal year, the office of Chair shall be filled by the immediate past Chair-Elect of the Division, unless the Chair-Elect has failed to give proper notice under procedures prescribed these By-Laws of his or her intent to succeed the Chair, or, has been removed from office as provided in Section 3 of Article III of these By-Laws.

Section 2. Election Procedures.

(a) Automatic Nomination. Unless otherwise determined by a majority vote of the YLD Board, the Nomination & Election Committee shall automatically nominate for the offices of Chair-Elect and Treasurer the then existing Treasurer and Secretary, respectively.

(b) Secretary Nomination. The Nomination & Election Committee shall choose one member of the YLD Board, who has served for at least one fiscal year on the YLD Board, and shall nominate said individual to serve as Secretary for the following fiscal year. Together with Section 2(a) of this Article V, this Section 2(b) shall comprise the "Automatic Succession and Nomination Cycle," as the phrase is used in these Bylaws.

(c) Notice of Elections. By June 1 of each calendar year, concurrent with the YLD Board election procedure outlined in Article VI, below, notification shall be provided to each member of the Division in good standing, whether by mail, electronic notice, or in a publication of the Association, and shall include the automatically

nominated list of officers for the offices of Chair-Elect, Treasurer, and Secretary, a call for additional nominees, a notification of the election procedures and the form proscribed by the Nomination & Election Committee for nominations.

(d) Nominations. By 5:00 p.m. (EST) on July 1 of each calendar year, all officer nominations, in the form proscribed by the Nomination & Election Committee, must be submitted to Nomination & Election Committee.

(e) Ballots. By August 1 of each calendar year, a ballot, including the names of all eligible officer nominees shall be provided by mail or electronic notice to each Division member in good standing. All cast ballots must be received by the Nomination & Election Committee, at the address (including email address) instructed on the ballot, on or before 5:00 p.m., August 15 of each calendar year. Electronic, on-line balloting is expressly permitted by this Section.

(f) Election Results. On or before August 30 of each calendar year, the Nomination & Election Committee shall compute the vote and promptly report as elected the candidate for each office who has received a plurality of the votes.

Section 3. Vacancies. If for any reason, including the automatic succession identified in Article IV, the Treasurer or Secretary of the Division shall be unable to perform the duties of their respective offices, then the YLD Board may elect by a majority vote other members of the YLD Board to these offices who will serve until the election for the succeeding fiscal year. The manner and timing of said election shall be organized and executed by the Nominations & Election Committee.

Section 4. Simultaneous Office Prohibited. No person shall serve simultaneously as Chair, Chair-Elect, or Treasurer during the same fiscal year.

Section 5. Eligibility. To be eligible to be nominated or hold any of the executive offices identified above, the Division member must meet the eligibility requirements of Article II, Section 1 at the time of the member's election. Further, the Division member must be a current member of the YLD Board, having served as such for at least one fiscal year prior to his or her election to an executive office. If an officer meets the above eligibility requirements when he or she is first elected to office of Secretary under the Automatic Succession and Nomination Cycle, he or she will remain eligible to complete the Automatic Succession and Nomination Cycle, including becoming Chair of the Division, regardless of his or her age or years for which they have been a member of the Bar. If an officer voluntarily withdraws or is removed for cause from his or her office, he or she will be ineligible to re-enter the automatic succession and nomination cycle if he or she does not otherwise meet the eligibility requirements of Article II, Section I.

## **Article VI. Board of Directors**

Section 1. Board Members. Non-officer members of the YLD Board shall be elected pursuant to a plurality of the votes cast for the offices by all active members of the Division. A member of the Division in good standing who resides or practices within a Judicial Circuit of the United States Courts at the time of nomination shall be eligible to

serve as a YLD Board member from that Circuit.

## Section 2. Election Procedures.

(a) Slate / Nomination. The Nomination & Election Committee shall choose a number of members of the YLD who are active and in good standing equal to the number of upcoming United States Judicial Circuit and at-large board member vacancies (not occurring as a result of resignation or removal) existing at the commencement of the next fiscal year, and shall nominate said individuals to serve as board members for the respective at-large vacancies or circuits in which they reside and in which the aforementioned vacancies exist.

(b) Notice of Elections. By June 1 of each calendar year, notification shall be provided to each member of the Division in good standing, whether by mail, electronic notice, or in a publication of the Association, and shall include the list of YLD members nominated by the Nominations & Election Committee to serve as board members, a call for additional nominees, a notification of the election procedures and the form proscribed by the Nomination & Election Committee for nominations. The Nomination & Election Committee shall be entitled, subject to YLD Board approval, to stagger the elections of the various Judicial Circuit Representatives on the YLD Board to ensure the continuity of the YLD Board.

(c) Additional Nominations. By 5:00 p.m. (EST) on July 1 of each calendar year, all nominations, in the form proscribed by the Nomination & Election Committee, must be submitted to the Nomination & Election Committee.

(d) Ballots. By August 1 of each calendar year, a ballot, including the names of all eligible nominees listed in an order drawn by lot for each Circuit, shall be provided by mail or electronic notice to each Division member in good standing. All cast ballots must be received by the Nomination & Election Committee, at the address instructed on the ballot, on or before 5:00 p.m., August 15 of each calendar year.

(e) Election Results. On or before August 30 of each calendar year, the Nomination & Election Committee shall compute the vote and promptly report as elected the candidate for each Circuit who has received a plurality of the votes.

## Section 3. Board Capacity & Term.

(a) Capacity, Composition & Term. The number of YLD Board members shall be no less than seventeen and no more than twenty, including the Division officers. Division officers may but are not required to serve as the YLD Board representative for their Judicial Circuit of practice or residence. There shall be at least one YLD Board member from each of the United States Judicial Circuits who shall serve as the representative of such Circuit and the YLD Board liaison to all Chapters within their designated Circuit. YLD Board terms shall be two fiscal years. Excepting those Sections of these Bylaws addressing membership age and duration of practice eligibility in the YLD, including, but not limited to, Article II, Section 1 and Article V, Section 5, there shall be no term limit for membership on the YLD Board. With the exception of ex-officio members of the

YLD Board, no more than two YLD Board members may be employed by the same law firm, trade association, corporation, or other entity. With the exception of the Department of Justice, no more than three YLD Board members may be employed by the same government agency. No more than three YLD Board members may be from the same litigating component of the Department of Justice.

(b) At-Large Members. Upon the request of the Chair, the Nomination & Election Committee shall appoint three additional at-large members of the YLD Board with the advice and consent of the elected YLD Board members. To the extent that a past Chair who is two years removed from his/her term is appointed for an ex-officio membership, this position shall be non-voting.

(c) Ex-Officio Members. The immediate past Chair shall be an ex-officio member of the YLD Board, not counted toward the twenty member YLD Board limit. The Chair may also appoint three additional ex-officio members to the YLD Board, who shall not be counted toward the twenty member YLD Board limit, where the interests of the Division so dictate. To the extent that the Chair nominates a past Chair who is two years removed from his/her term for an ex-officio membership, this position shall be non-voting. No past Chair may serve on this board more than two terms after his or her term as Chair.

Section 4. Functions. The YLD Board shall be the chief executive and legislative body for the Division. It shall establish policies as it may determine as are not inconsistent with any Association policy. It shall hear reports of the Division officers and committee chairs, and it shall hear, consider, and act upon resolutions and matters presented to it which pertain to events and activities of interest to the Division.

Section 5. Removal from Office. A YLD Board member may be removed from office for delinquency in attendance, inefficiency, neglect of duty, or for other substantial cause only upon the two-thirds vote of the YLD Board present at a meeting of the YLD Board. Notice of such a meeting and the action contemplated shall be given to all YLD Board Members at least 30 days in advance.

## **Article VII. Meetings**

Section 1. Meetings of Division Board of Directors. Except where specifically stated otherwise, meetings of the YLD Board may be called by the Chair by giving at least seven days advance notice of any meeting to all members of the YLD Board. All meetings may be conducted in person or by phone and all issues warranting a vote of the YLD Board may be voted on via an email poll. The YLD Board shall meet, in person or by phone, at least four times per fiscal year.

Section 2. Rules of Proceedings. The latest edition of Roberts Rules of Order shall govern all meetings of the YLD Board.

Section 3. Quorum. Forty percent of the YLD Board shall constitute a quorum for the transaction of business at any meeting of the YLD Board. Attendance may be in person, by telephone, or by video/web conferencing.

Section 4. Voting. For all matters put to vote before the YLD Board, including, but not limited to, petitions for funding, actions under these By-Laws and elections, YLD Board member's vote may be cast via email to all members, including ex-officio members, of the YLD Board.

#### **Article VIII. Committees**

Section 1. Committees. The Chair shall recommend to the YLD Board at the first meeting of the YLD Board each year a list of committees to carry out the duties of the Division with the approval of a majority of those YLD Board members present and voting. Committee chairs may be, but are not required to be, YLD Board members.

#### **Article IX. Nomination and Election Procedures**

Section 1. Nomination & Election Committee. The Nomination & Election Committee shall be comprised of the Immediate Past Chair of the Division, who shall serve as the chair of the committee; the Chair and Chair-Elect of the Division; and one other person who shall be appointed by the Chair of the Division, but who shall not be a candidate for office. Unless otherwise determined by a majority vote of the YLD Board, the Nomination & Election Committee shall automatically nominate for the offices of Chair-Elect and Treasurer the then existing Treasurer and Secretary, respectively. The Nomination & Election Committee shall choose one member of the YLD Board, who has served for at least one fiscal year on the YLD Board, and shall nominate said individual to serve as Secretary for the following fiscal year. In all other respects, the Nomination & Election Committee shall ensure the election procedures outlined in Article V and Article VI are enforced and followed.

Section 2. Nomination by Petition. Nomination of candidates for the elected officers of the Division, excluding the Chair, may also be by petition of an active member of the Division in good standing to the Nomination & Election Committee of the Division. Each eligible candidate nominated in this manner must be nominated by a petition signed by not less than 25 active Division members in good standing. Each petition may propose nominees for one or more offices.

Section 3. Eligibility. All active members of the Division, having served on the Board of Directors for at least one year prior to the time of nomination, whose dues are paid for the current fiscal year and who are otherwise in good standing, shall be eligible as candidates for election to any elective officer position in the Division. All active members of the Division, whose dues are paid for the current fiscal year and who are otherwise in good standing, shall be eligible as candidates for any Judicial Circuit vacancy on the YLD Board. No Division 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. No Division member shall be eligible as an endorser of more than one candidate for the same office. Any officer who has been removed by the YLD Board of for cause may nonetheless be entitled to be nominated and placed as a candidate for office on the ballot distributed in connection with the next regular election for Division offices.

## **Article X.     Division Budget and Expenditures**

Section 1.     Recommended Division Budget. On or before September 1 of each calendar year, the Chair, with the cooperation of the Treasurer and advice and consent of the YLD Board, shall create and provide a budget for the following fiscal year to the FBA Budget Committee.

Section 2.     Adoption of Division Budget. The YLD Board, by a majority vote, shall adopt a Budget for the fiscal year no later than at its November meeting.

Section 3.     Reimbursement Policy. All requests for reimbursement shall be submitted within sixty (60) days of the date on which the expense for which payment is being sought was incurred. Amounts sought for reimbursement must be within the limits established by this policy or otherwise approved by the Chair and Treasurer of the Division in advance of incurring the expense, or as soon as practicable after incurring such expense. All requests should be on the Reimbursement Request Form approved by the Association and must be accompanied by receipts. To the extent that a receipt is not available, a written explanation of the expense shall be submitted. Reimbursement shall be as follows unless otherwise approved by the Chair and Treasurer:

- i. To the extent possible and permitted by the YLD Budget, all YLD Board members shall be reimbursed for expenses associated with the YLD Board member's duties as a YLD Board member, provided that such expenses (either specific amounts or, if amounts are not available prior to such expenses being incurred, then the categories of expenses) are approved in advance by the YLD Board.
- ii. Airfare shall be limited to coach fare and must be purchased 21 days in advance and not exceed \$500.00 unless the YLD Board member obtains prior approval of the expense from the Chair.
- iii. It is incumbent upon the traveler to get the greatest discount possible. Airfares that exceed \$500.00 must have prior approval by the Chair and Treasurer. The Division will reimburse YLD Board members for rail travel in lieu of air or car travel up to the maximum amount set forth in Section 3(ii) of this Article.
- iv. The Division will reimburse travel by car at the applicable IRS rate in lieu of air or rail travel up to the maximum amount set forth in Section 3(ii) of this Article.
- v. The Division will reimburse the actual expense for ground transportation and parking (e.g., taxi, bus, parking, subway), up to a maximum of \$75.00 per day.
- vi. The Division will reimburse the actual expense for lodging, meals, and incidentals up to a maximum \$175 per diem for a maximum of three (3) days. To the extent reasonably possible, YLD Board members will stay in official meeting hotels and venues to receive this per diem.
- vii. To the extent that the YLD Board votes, on a case by case basis, to extend this Reimbursement Policy to any non-YLD Board member who is a member of the

Division, this Policy shall apply to such Division member for the specific instance for which approval was obtained.

All requests for reimbursement shall be approved by the Chair and Treasurer of the Division. The Chair shall forward, or direct the submitting YLD Board member to forward, approved reimbursements to the FBA Manager of Sections and Divisions for processing.

#### **Article XI. By-Laws**

Section 1. Effective Date: These By-Laws shall be immediately effective.

Section 2. By-Law Amendment. These by-laws may be amended by a vote of three fourths of the YLD Board members present and voting, including via email in accordance with Article VII, Section 4. YLD Board members shall be given at least 14 days advance notice of any meeting at which a vote will be taken.

#### **Article XII. Public Positions**

Section 1. In accordance with Section 11 of the Association's Bylaws, the Division shall adhere to the process set forth in the Association's Constitution and applicable policies, prior to issuing any public report or taking a public position on any issue.

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