BYLAWS
of
FEDERAL CIRCUIT BAR ASSOCIATION

ARTICLE I – NAME

The name of the corporation, as stated in the Articles of Incorporation, is **Federal Circuit Bar Association**.

ARTICLE II – PURPOSES AND MISSION

The purposes and mission of the corporation shall be consistent with the Purposes stated in the Articles of Incorporation, as follows:

1.) To improve and facilitate the administration of justice in the United States Court of Appeals for the Federal Circuit ("Federal Circuit").

2.) To maintain and raise the standards of proficiency, integrity, and ethics in the practice of law before the Federal Circuit, including fostering continuing legal education.

3.) To assist, as requested by the Federal Circuit, in planning and holding the annual Federal Circuit Judicial Conference, in proposing qualified persons for membership on the Federal Circuit's Advisory Committee established pursuant to 28 U.S.C. section 2077(b), in maintaining and expanding the Federal Circuit's library, and in performing such other tasks and activities as may be requested.

4.) To undertake such other activities as are appropriate to enhance the status and effectiveness of the Federal Circuit.

ARTICLE III – MEMBERSHIP OF FEDERAL CIRCUIT BAR ASSOCIATION

Section 3.1 **Membership Criteria / Dues.** Criteria for membership in the Federal Circuit Bar Association, including application therefore and dues levels associated with each type of membership, will be in the discretion of the Board of Directors, as it from time to time so determines. Currently, the following categories of membership exist:

-- Regular Membership is open to all attorneys who are members in good standing of the Bar of the Federal Circuit or those attorneys not members of the Bar of the Federal Circuit but who are members in good standing of the Bar of the highest court of the State of their admission to the Bar and who profess an interest in the subject matter jurisdiction of the Federal Circuit. Regular membership is also open to attorneys in good standing in non-United States jurisdictions who profess an interest in the subject matter jurisdiction of the Federal Circuit.

-- Government Membership is open to any Regular member who serves as an employee of a local or state government or the federal government.

-- Nonprofit Membership is open to any Regular member who serves as a full-time employee of a 501(c)(3) organization.

-- Educator Membership is open to those educators who serve as full-time faculty of an accredited educational body who profess an interest in the subject matter jurisdiction of the Federal Circuit.

-- Retired Membership is open to those who at one time met the requirements of membership of the Federal Circuit Bar Association but who do not currently earn more than fifty percent (50%) of their income from the practice of law and who have never been disbarred or have resigned from the highest court of a State as a result of an actual or potential disciplinary proceeding.

-- Student Membership is open to those persons enrolled in an accredited law school.

-- Law Clerk Membership is open to those individuals serving as law clerks within the Federal Circuit or courts within its jurisdiction.

-- Honorary Membership is open to the Circuit Justice of the Supreme Court of the United States for the Federal Circuit, the judges of the Federal Circuit, the Circuit Executive / Clerk of the Federal Circuit, and members of other courts within the Federal Circuit's jurisdiction.

Section 3.2 Membership Termination. Criteria for termination of membership will be within the discretion of the Board of Directors, as it from time to time so determines. Membership in the Federal Circuit Bar Association currently will automatically be terminated upon the following events:

-- Voluntary resignation.

-- Default in payment of dues, said default lasting at least sixty (60) days in duration.

-- Disbarment or suspension by a court of the United States or of any state, territory, or possession of the United States.

-- For any person with a Student Membership, completion or termination of law school study.

-- For any person with a Law Clerk Membership, completion or termination of law clerk service.

ARTICLE IV – ASSOCIATION MEETINGS

Section 4.1 <u>Full Membership Meetings.</u> The membership of the Bar Association will meet no less often than annually, at a date, time and place selected by the Board of Directors. Other meetings of the membership of the Bar Association will be held as the Board of Directors may prescribe. Notice of any meeting of the full membership of the Bar Association shall occur not less than thirty (30) days before the date of the meeting

Section 4.2 <u>Voting.</u> Where a vote of the Bar Association membership or portion thereof is required or desired, voting may at the discretion of the Board of Directors be by mail, facsimile, telephone, or any other electronic means. A quorum for the transaction of business at any meeting of the membership of the Bar Association will be the number of members present and/or voting by the designated means of voting.

ARTICLE V – BOARD OF DIRECTORS

Section 5.1 <u>Governing Authority.</u> The affairs and business of the Bar Association will be managed by and will be under the direction of the Board of Directors ("Board"). The Board will have all the powers necessary or incidental to performing these functions, and will supervise the officers, committees, staff and any other agents of the Bar Association. The Board may from time to time at its discretion adopt rules of operation consistent with these Bylaws.

Section 5.2 <u>Board Composition.</u> The Board will be comprised of four (4) officers: (President; President-elect; Treasurer (who will at all times be the Chair of the Board's Finance Committee); and Secretary. In addition it will be comprised of the immediate past President and up to twenty (20) Directors-at-large. In addition, the Circuit Executive /Clerk of the Federal Circuit will be an ex officio member of the Board. The number of Directors may be revised from time to time as determined by the Board. The Board will be classified in four (4) annual classes, so that continuity in leadership on the Board can be ensured. No more than five (5) Directors can be placed in any one annual class. The number of annual classes and the maximum number of Directors that can be placed in any one annual class may be revised from time to time as determined by the Board.

Section 5.3 <u>Eligibility/Compensation.</u> Any member of the Association is eligible for election to the Board. The members of the Board, including officers, will not receive any compensation for their service. However, their reasonable expenses directly incident to the carrying out of their duties may be reimbursed.

Section 5.4 <u>Terms.</u> The term of an Officer, with the exception of the Treasurer who will always be the person serving as Chair of the Finance Committee, will be one year. No officer shall serve in a given position for more than two consecutive years. The term of a Director at-large will be for four years. A Director at-large can serve no more than two consecutive terms. After a lapse of one year, any outgoing officer or Director at-large may again serve on the Board. However, the outgoing President will serve on the Board as immediate past President with no break in service.

Section 5.5 Nomination / Election.

Section 5.5.1 Nomination. Pursuant to the applicable provisions in Section 5.8, below, the Board Governance and Development Committee will develop a slate of candidates for all open Board positions, including Officer positions that will be proposed to the Board of Governors for its favorable submission to the membership of the Bar Association. In arriving at a slate of candidates, the Board Governance and Development Committee will consider the capability of potential candidates in carrying out the purposes of the Bar Association, with a view toward achieving a Board that is reasonably representative of the various areas of practice before the Federal Circuit, and to the extent possible also geographically representative of the Bar Association membership. The current President-elect will automatically be nominated for the position of President, assuming the nominee so consents. After review of the proposed slate proposed by the Board Governance and Development Committee, the Board will adopt a slate of candidates for favorable submission to the membership of the Bar Association. With the exception of the position of President (assuming the current President-elect has consented to serve as President), any member of the Bar Association not favorably submitted by the Board to the membership of the Bar Association may be nominated, with permission of the nominee, upon petition signed by one hundred (100) members of the Bar Association and delivered to the President prior to the meeting of the members of the Bar Association where election of Board members, including Officers, will occur.

Section 5.5.2 Election. The Board of Directors will be elected by the Bar Association membership. The Board's proposed slate of candidates for Board positions, including Officer positions, will be circulated to the Bar Association membership no less than 30 days before the meeting at which such vote occurs or is finalized.

Section 5.6 Vacancies. The Board, at its discretion, can fill any vacancy in a position of the Board, with the exception of the President (which automatically will be taken by the President-elect). The term of any such person placed by the Board to fill a vacancy is no longer than the unexpired term of the person whose position is being filled. Service during such unexpired term is not counted for purposes of determining time on the Board for purposes of the provisions of Section 5.4.

Section 5.7 Duties of Officers.

Section 5.7.1 President. The President will preside at meetings of the membership of the Bar Association and at meetings of the Board. The President will perform other duties as from time to time will be delegated to the President by the Board.

Section 5.7.2 President-elect. The President-elect will perform the duties of the President whenever the President cannot perform those duties. The President-elect will perform other duties as from time to time will be delegated to the President-elect by the Board.

Section 5.7.3 Treasurer. The Treasurer (who also will at all times serve as Chair of the Finance Committee) will ensure the safekeeping of all Bar Association funds and investments. The Treasurer will report periodically to the Board on the financial condition of the Bar Association. The Treasurer's annual report will be submitted for examination and review by an independent auditor chosen and managed by the Audit Committee. The Treasurer will perform other duties as from time to time will be delegated to the Treasurer by the Board.

Section 5.7.4 Secretary. The Secretary will prepare and maintain accurate records of all meetings of the membership of the Bar Association and all Board meetings. The Secretary will ensure that proper notices of meetings are made, and will attest the corporate seal on all necessary legal papers of the Bar Association. The Secretary will perform other duties as from time to time will be delegated to the Secretary by the Board.

Section 5.8 Board Meetings.

Section 5.8.1 Number of Meetings/Attendance. The Board will meet in regular session no less often than three times annually, with one meeting being in conjunction with the annual meeting of the membership of the Bar Association. Special meetings will be held at the call of the President or at the request of at least one-fifth of the current composition of the Board. From time to time staff members of the Bar Association and/or other members of the Bar Association may attend meetings of the Board (not in Executive Session) with voice but without vote.

Section 5.8.2 Executive Session. An Executive Session of the Board will include only elected members of the Board and the immediate past President.

Section 5.8.3 Voting. Where a vote of the Board (or any Board Committee) is required or desired, voting may at the discretion of the Board of Directors be by mail, facsimile, telephone, or any other electronic means. A quorum for the transaction of business at any meeting of the Board will be one-third (1/3) of the current number of members of the Board. A quorum for the transaction of the business at any meeting of a Board Committee will be the number of members present and/or voting by the designated means of voting.

Section 5.9 Board Committees

Section 5.9.1 Board Committee Composition. Board Committees will be comprised of Board members only. Each Board Committee will be comprised of at least three (3) members. The composition of each Board Committee, including the position of Chair, will be determined annually by the Board. In addition, the President and President-elect will serve on all committees ex-officio with voice and vote.

Section 5.9.2 Board Committee Charters. Board Committees designated herein and other committees that from time to time are created by the Board at its discretion each will have charters defining their composition and responsibilities. These charters will be approved by the Board and reviewed by it no less often than annually.

Section 5.9.3 Board Executive Committee. There will be a Board Executive Committee comprised of the Officers and the immediate past President of the Bar Association. The President will serve as Chair of the Board Executive Committee, and the Board Executive Committee will meet at the call of its Chair. Among other responsibilities as detailed in its Charter, the Board Executive Committee can act on behalf of the Board when necessary. All actions of the Board Executive Committee will conform to established policies of the Board, its

Charter and these Bylaws. Any actions by the Board Executive Committee will be reported to the Board no later than at its next regular meeting.

Section 5.9.4 Board Finance Committee. There will be a Board Finance Committee. The Chair of the Board Finance Committee will also serve as the Treasurer. The Board Finance Committee will meet at the call of its Chair consistent with the provisions of its Charter. Among other responsibilities as detailed in its Charter, the Board Finance Committee will have general oversight authority of all financial matters relating to the Bar Association, will recommend to the Board an annual budget for the Bar Association, and will monitor expenditures during the year to ensure budget compliance. All actions of the Board Finance Committee will conform to the established policies of the Board, its Charter and these Bylaws.

Section 5.9.5 Board Audit Committee. There will be a Board Audit Committee. The Board Audit Committee will meet at the call of its Chair consistent with the provisions of its Charter. Among other responsibilities as detailed in its Charter, the Board Audit Committee will appoint annually an independent auditor, review the audited statements and report to the Board on the annual audit. All actions of the Board Audit Committee will conform to the established policies of the Board, its Charter and these Bylaws.

Section 5.9.6 Board Governance and Development Committee. There will be a Board Governance and Development Committee. The Board Governance and Development Committee will meet at the call of its Chair consistent with the provisions of its Charter. Among other responsibilities as detailed in its Charter, the Board Governance and Development Committee will recommend annually to the Board persons to be favorably submitted to the membership of the Bar Association for positions on the Board, including officer positions. It will also be responsible for recommending to the Board the chairs and membership of all Board Committees and the Chairs/Vice-Chairs for all Bar Association Committees.

ARTICLE VI – BAR ASSOCIATION COMMITTEES.

Section 6.1 Creation / Dissolution of Bar Association Committees. Bar Association Committees may be created or dissolved from time to time as in the discretion of the Board would assist in the furtherance of the mission and work of the Bar Association.

Section 6.2 Membership / Meetings / Reports of Bar Association Committees.

Section 6.2.1 Membership. All Bar Association Committees will be comprised only of current Bar Association members. Each Bar Association Committee will have at least three (3) members. The Chairs/Vice-Chairs of each Bar Association Committee will be chosen annually by the Board and will serve for no longer than three (3) years in that position. The Board will determine, from time to time, at its discretion how best to determine membership in each Bar Association Committee. Members of Bar Association Committees will not receive compensation for their service. Their reasonable expenses directly incident to the carrying out of their duties may be reimbursed.

Section 6.2.2 Meetings. Bar Association Committees will meet in regular session no less often than once annually, and at the call of the Chair. Where a vote is required or desired, voting may at the discretion of the Chair be by mail, facsimile, telephone, or any other electronic means. A quorum for the transaction of the business at any meeting of a Bar Association Committee will be the number of members present and/or voting by the designated means of voting.

Section 6.2.3 Reports. Each Bar Association Committee will report to the Board at least annually regarding its specific plans for the coming year.

Section 6.3 **Current Bar Association Committees.** Until such time that the Board revises the list of Bar Association Committees, the following bar Association committee exist:

- Administrative Law
- Amicus and Legislation
- Bench & Bar® Planning
- Federal Circuit Bar Journal
- Federal Judges
- Friedman Memorial
- Global Fellows
- Global Series
- Government Contracts
- International Trade
- Mock Argument
- MSPB Appeals and Government Employees Pro Bono
- Patent and Trademark Office and PTO Pro Bono
- Patent Litigation
- PTAB and TTAB
- Rules
- Scholarship and Hutchinson Writing Contest
- Veterans Appeals and Veterans Pro Bono

ARTICLE VII – INDEMNIFICATION

Section 7.1 **Indemnification.** The Bar Association will indemnify all of its directors, officers, employees and agents to the extent permitted by the laws of the District of Columbia, the relevant indemnification provisions of which are hereby incorporated herein by reference.

Section 7.2 **Insurance.** To the extent determined from time to time by the Board, the Bar Association will also cause to be purchased insurance for such indemnification of its officers and directors.

ARTICLE VIII – CONTRACTS, BORROWING, CHECKS AND DEPOSITS, AND GIFTS

Section 8.1 **Contracts.** From time to time in its discretion, the Board may authorize any officer or agent of the Bar Association to enter into any contract or sign any instrument in the name of the Bar Association. Such grant of authority may be general or confined to specific instances. Absent such grant of authority, all contracts must be signed by the President.

Section 8.2 **<u>Borrowing.</u>** No loan will be entered into on behalf of the Bar Association and no evidence of indebtedness will be issued unless authorized by a resolution of the Board.

Section 8.3 **<u>Checks and Deposits.</u>** All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Bar Association will be signed by such officers or agents of the Bar Association as shall from time to time be determined by the Board. In the absence of such authorization, which can be general or confined to specific instances, such instruments will be signed by the Treasurer and can be countersigned by the President or Secretary as required.

Section 8.4 **<u>Gifts.</u>** The Board may accept on behalf of the Bar Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Bar Association.

ARTICLE IX – AMENDMENT TO BYLAWS

Section 9.1 **<u>Amendment.</u>** These bylaws may be amended by an affirmative vote of two-thirds of those members of the Bar Association who cast a vote on the proposed amendments. An amendment to these bylaws may be proposed either by the Board (assuming the favorable vote of two-thirds (2/3) of the members of the Board) or by a petition signed by at least 250 members of the Bar Association. At least thirty (30) days notice will be given to the membership of the Bar Association before voting on any proposed amendment, said method of voting to be determined in the discretion of the Board.

ARTICLE X – MISCELLANEOUS

Section 10.1 **<u>Books and Minutes.</u>** The Bar Association will keep correct and complete books and records of account and will also keep minutes of its Board meetings.

Section 10.2 **<u>Fiscal Year.</u>** The fiscal year of the Bar Association will begin on July 1 of each year and end on June 30 of each year.