

AMENDED AND RESTATED
BY-LAWS
of the
ATLANTA CHAPTER
of the
FEDERAL BAR ASSOCIATION, INC.

ARTICLE I. NAME AND NATURE OF ORGANIZATION

The name of this organization is the Atlanta Chapter of the Federal Bar Association, Inc. (hereinafter, the “Chapter”). The Chapter is chartered by the Federal Bar Association (hereinafter, the “Association”) as approved by the National Council of the Association (hereinafter, the “National Council”) and the Association’s Constitution and By-laws shall prevail over these amended and restated By-laws (hereinafter, the “Bylaws”) in the event of a conflict therewith; as such the Chapter shall at all times comply with the requirements of the Association’s Constitution and By-laws.

ARTICLE II. MISSION STATEMENT AND GENERAL OBJECTIVES

Section 1. Mission Statement. The mission of the Chapter shall be to further the objects of the Federal Bar Association; to advance the science of jurisprudence; to promote the administration of justice; to uphold the high standards of the Federal judiciary and attorneys practicing in the Federal courts; and, to transact all other lawful business.

Section 2. General Objectives. The general objectives of the Chapter, consistent with those of the Association, include the following (not listed in any particular order of priority):

- (a) to serve as the representative of the Federal legal profession in the Chapter's chartered territory;
- (b) to promote the sound administration of justice;
- (c) to enhance the professional growth and development of members of the Federal legal profession;
- (d) to promote high standards of professional competence and ethical conduct in the Federal legal profession;
- (e) to promote the welfare of attorneys and judges employed by the Government of the United States;
- (f) to provide meaningful services for the welfare and benefit of the members of the Chapter;
- (g) to provide quality educational programs to the Federal legal profession and the public;
- (h) to keep members of the Chapter informed of developments in their respective fields of interest;
- (i) to keep members of the Chapter informed of the affairs of the Association and Chapter, to encourage involvement in their activities, and to provide members of the Chapter opportunities to assume leadership roles;
- (j) to promote professional and social interaction among members of the Federal legal profession;
- (k) to promote the welfare of the community generally; and
- (l) to conduct such other activities as considered appropriate by the Board or Chapter membership in support of the Chapter's mission.

ARTICLE III. MEMBERSHIP AND DUES

Section 1. Membership. Any person who is eligible for and maintains active membership in the Association and who is employed, resides in, or practices in the State of Georgia, or who designates membership in this Chapter to the Association, shall be a member of the Atlanta Chapter, provided the person pays any applicable Chapter dues. A member who removes his practice, employment, or residency from the State of Georgia may retain his membership in this Chapter under such circumstances as may be permitted by the Constitution of the Association.

Section 2. Honorary Membership. Any person eligible for honorary membership as provided for in the Constitution of the Association who is employed, resides in, or practices in the State of Georgia may be elected to honorary membership in the Chapter by vote of the Board of Directors of the Chapter (hereinafter, the "Board of Directors") or by two-thirds vote of the Chapter members present at any regularly called meeting and, when applicable under the Association's Constitution, by vote of the National Council. Honorary members of the Chapter shall be exempt from payment of the admission fees and annual Association dues.

Section 3. Application for Membership. Application for membership in this Chapter shall be made on a form approved by the National Council. Each application must be accompanied by the dues and admission fees required by the Constitution and By-Laws of the Association and, if applicable, by the By-Laws of the Chapter.

Section 4. Associates. Any person who is eligible for and maintains active Associate status in the Association and who is employed in, resides in, or practices in the State of Georgia, or who designates Associate status in this Chapter to the Association, shall be an Associate of this Chapter, provided the person pays any applicable Chapter dues.

Section 5. Expulsion. Any member or Associate may be expelled for cause, either upon three-fourths vote of the Board of Directors voting at a meeting at which a quorum is present, or upon three-fourths vote of the members of the Chapter voting at a meeting at which a quorum is present, provided in either event that the member shall have been notified in writing of the charges against him or her and shall have been accorded opportunity for a hearing thereon before the Board of Directors or the Executive Committee of the Chapter (hereinafter, the “Executive Committee”). If the member in question is a member of the Board of Directors, he or she shall not be deemed a member thereof for the purpose of considering and acting on the charges against himself or herself. Any member or Associate whose dues are paid for the current fiscal year and who otherwise is in good standing shall be expelled automatically from the Chapter when such member or Associate is expelled from the Association.

ARTICLE IV. FISCAL YEAR

The fiscal year of the Chapter shall commence on October 1 and end on September 30 of the following year or as otherwise necessary to coincide with the fiscal year of the Association.

ARTICLE V. OFFICERS AND DIRECTORS

Section 1. Elected Officers. The officers shall be elected from the membership of this Chapter, and shall be as follows and in the order named:

1. President
2. President-Elect/National Delegate
3. Vice President
4. Treasurer
5. Secretary

Each officer shall assume the duties of his or her office on October 1, and shall hold office for one year, or until his or her successor shall be elected. No member serving in the

capacity of President or President-Elect shall be eligible to succeed himself or herself in the respective office. The outgoing President shall remain a member of the Executive Committee for a period of one year following the expiration of his or her term of office as President.

Section 2. Executive Committee and Board of Directors. The Executive Committee shall consist of the said officers, the immediate past President of the Chapter and any member appointed by the President (not to exceed fourteen (14) appointed members of the Chapter, one of whom shall be the Chief Judge of the United States District Court for the Northern District of Georgia, if the position is accepted). The Executive Committee shall also be the Board of Directors of the Chapter. The Executive Committee shall meet quarterly, at such times and places, and on such notice, as they may determine. The first regular meeting of each newly-created Executive Committee shall be held immediately following the annual membership meeting, and no notice shall be required. Special meetings of the Executive Committee may be called, on two (2) days' notice, by the President or any other two officers. The Executive Committee may meet in person, or when so specified in the notice for the meeting some or all of the Executive Committee may participate in the meeting by telephone conference call. Whenever the President or any two officers determines that some action by the Executive Committee must be considered under circumstances that make it impracticable to decide the matter at a regular or special meeting of the Executive Committee, the Executive Committee may act by telephone poll or e-mail poll of the members of the Board of Directors, in accordance with a written notice of the proposed action to be considered, and that it will be decided by such telephone poll or e-mail poll of the Executive Committee. Six (6) directors shall constitute a quorum for any regular or special meeting of the Executive Committee. In the event the Executive Committee is to consider any action by telephone poll or e-mail poll of the Executive

Committee, notice of the proposed action shall be provided to all members of the Executive Committee, and best efforts shall be used to actually contact all members of the Executive Committee. No action shall be taken by either telephone poll or e-mail poll of the Executive Committee unless responses (other than abstentions) are received from a majority of the members of the Executive Committee.

Section 3. Duties of Executive Committee. The Executive Committee shall have and may exercise on majority vote all of the powers of the Chapter at any meeting at which a quorum is present or telephone or e-mail poll as defined in Article V Section 2 except the power to elect the officers and directors as such, and except as otherwise provided in these By-Laws. No funds of the Chapter in excess of one thousand dollars (\$1,000) shall be obligated or disbursed without the approval of the Executive Committee, or by majority vote of the active members of the Chapter present at any Chapter meeting at which a quorum is present as defined in Article VI Section 3. The Executive Committee shall have power to make regulations by resolution, not inconsistent with the Constitution and By-Laws of the Association and these By-Laws of the Chapter, governing the Chapter's affairs, subject to the right of the active members of the Chapter to change or make such regulations by majority vote at any meeting at which a quorum is present or telephone or email poll as defined in Article Section 2. The Executive Committee (or a duly appointed committee thereof) may, by majority vote in any meeting at which a quorum is present or telephone or email poll as defined in Article V Section 2, adopt resolutions expressing a position on behalf of the Chapter on matters affecting the operation or administration of the federal judicial system, and/or directing the President or any other officer of the Chapter to communicate the position expressed in such resolution(s) to the appropriate persons or entities. However, neither the Executive Committee nor the Chapter shall adopt a

position supporting or opposing any candidate or potential candidate for elective or appointive governmental office (except that upon request of the Chief Judge of any federal court within the State of Georgia, one or more duly authorized representative(s) of the Chapter may participate on a screening committee or otherwise in the selection of a non-Article III judge, or other court official). Whenever the Executive Committee or any committee thereof shall adopt a resolution expressing any position on behalf of the Chapter, the said resolution shall be reported to the membership in the Chapter newsletter and/or at the next regular or special meeting of the Chapter Membership

Section 4. Duties of Officers.

(a) **President.** The President shall be the chief executive officer of this Chapter. He or she will perform such duties as may be required by the Constitution of the Association and these By-Laws and shall appoint standing or special committees as necessary and appropriate to the Chapter's business including, but not necessarily limited to, a Budget and Finance Committee, Program Committee, Continuing Legal Education Committee, Nominations and Elections Committee, and Membership Committee. The President shall appoint the Chapter's delegate to a National Council meeting if the President-Elect is unable to attend any National Council meeting and shall appoint alternate delegates to the National Council meetings or the annual national convention in the event that the President is unable to attend. The President and a delegate will receive up to a sum approved in advance by the Executive Committee for attendance at a National Council meeting, provided certified vouchers of essential travel are submitted thereof; and provided that the Treasurer has a sufficient balance to pay such vouchers.

(b) **President-Elect and Chapter Delegate to the National Council.** The President-Elect shall perform such duties as are delegated by the President. In the event of the absence or inability to act of the President, the President-Elect shall perform the duties of the President; he or she shall automatically succeed to the office of the President upon the expiration of the incumbent's term. In addition, the President-Elect is the Chapter's delegate to the National Council meeting held at the annual national convention. Pursuant to Article V Section 4(a), the

President shall appoint a Chapter delegate if the President-Elect is unable to attend the National Council Meeting.

(c) **Vice President**. The Vice President shall perform the duties of President in the event of the absence or inability of the President and President-Elect to discharge the duties pertaining to that office, and shall perform such duties as may be required by the President, the Constitution of the Federal Bar Association or By-Laws of this Chapter.

(d) **Treasurer**. The Treasurer shall collect and receive all monies due the Chapter; deposit the same to the credit of the Chapter in such bank as may be designated by the Executive Committee and make reasonable disbursements for Chapter functions approved by the Executive Committee. The Treasurer shall keep an itemized record of all monies received, by whom paid and for what purpose, and shall submit to the Executive Committee, whenever requested by it and to the membership at the end of the fiscal year, a report in writing itemizing the receipts and disbursements for the year or portion thereof. The Treasurer shall keep all books, vouchers and records available for audit and he or she shall perform such other duties as properly pertain to the office or as may be required by the By-Laws of the Chapter.

(e) **Secretary**. The Secretary shall furnish notice of election results to the National office of the Association and to the Circuit Vice President and Circuit Second Vice President; conduct the general correspondence of this Chapter and keep Circuit Vice Presidents informed of Chapter events of general interests, give notice of all meetings as may be required, including notice to Circuit Vice

President and Circuit Second Vice President; keep a record of the proceedings of the meetings of this Chapter; keep a roster of the membership to which will be added names of the incumbent Circuit Vice President and Circuit Second Vice President; and perform such other duties as properly pertain to this office or may be required by the By-Laws of this Chapter.

Section 5. Nominations. The nomination of candidates for the elective offices of this Chapter shall be by any member in good standing in addition to those nominations proposed by a nominating committee appointed for that purpose by the President. The Nominating Committee shall be composed of five members, two of whom are the President and President-Elect and at least three others of whom are not currently officers. The Nominating Committee shall nominate at least one candidate for each upcoming vacant office and present such candidates name in writing to the general membership at least ten days prior to the regular meeting held during June of each year. The Nominating Committee shall inquire into the commitment of each candidate to attend a National Council meeting.

Section 6. Elections. The election of officers for all elective offices shall be by secret ballot or by voice vote. The election shall be held at the regular meeting during June. The officers elected shall officially assume the duties of the office to which elected on October 1, and they shall hold office for one year, ending the following September 30th. The officers elected may be installed, pro forma at the regular meeting in October.

Section 7. Removal From Office. An officer may be removed from office for delinquency in attendance, inefficiency, neglect of duty, or for other causes in the same manner as is prescribed in the Constitution of the Federal Bar Association.

Section 8. Vacancies of Office. In case of the death, resignation or removal of the President, the President-Elect shall succeed to office. If, in such event, the President-Elect succeeds permanently to the office of the President he or she may continue to serve as the Chapter's Delegate to the National Council during the remainder of the unexpired term of the President whose term is being completed. In case of the death, resignation or removal of any other officer, the vacancy may be filled by election by the general Chapter membership.

ARTICLE VI. MEETINGS

Section 1. Meetings. Meetings shall be held regularly, at least every other month, (except meetings may be suspended for July and August) at such day, hour and place as the President may designate within Metro Atlanta. Special meetings shall be held as called by the President or a number of members of the Chapter equal to a quorum as provided by Article VI, Section 3 hereof at a time and place designated by the calling party.

Section 2. Notice of Meetings. Notice of the time, date and place of all meetings shall be mailed or otherwise given by the Secretary to each member in good standing at least five days prior to such meeting; unless the nature of the meeting is such that shorter notice cannot be avoided. If a special meeting; the notice shall specify the character of the business to be presented and no other business shall be conducted. The notice may be given by email.

Section 3. Quorum. Five percent (5%) of the members of the Chapter in good standing shall constitute a quorum for the transaction of the business of this Chapter.

Section 4. Rules of Order. The rules of order shall consist of the following (in the order stated):

- (a) The Constitution and By-Laws of the Association and the By-Laws of this Chapter;
- (b) Standing Resolutions passed by this Chapter's membership; and

- (c) The most current available edition of Robert's Rules of Order, Revised.

ARTICLE VII. AMENDMENT

These By-Laws may be amended, supplemented, or repealed and/or new By-Laws adopted by majority vote of the Board of Directors, or by majority vote of the members of the Chapter, in either case attending at a regular or special meeting duly held, provided a quorum is present and fifteen (15) days' prior written notice of the purpose has been given to all directors or members of the Chapter, as the case may be.

CERTIFIED as duly adopted as of October 10, 2008.



Recording Secretary

ATTESTED:



President